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# THE CHAIRMAN'S HANDBOOK



THE  
**CHAIRMAN'S HANDBOOK**

SUGGESTIONS AND RULES FOR THE CONDUCT  
OF CHAIRMEN OF PUBLIC AND OTHER  
MEETINGS BASED UPON THE PROCEDURE  
AND THE PRACTICE OF PARLIAMENT

WITH AN INTRODUCTORY LETTER

ADDRESSED TO

**THE RT. HON. VISCOUNT HAMPDEN, G.C.B.**

WHEN

**SPEAKER OF THE HOUSE OF COMMONS**

BY

**SIR REGINALD F. D. PALGRAVE, K.C.B.**

THE LATE CLERK OF THE HOUSE OF COMMONS

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*To the Right Honourable the Speaker,*  
                    &c.                      &c.                      &c.

DEAR MR. SPEAKER,

The permission to preface an attempt to popularise the business method of that Assembly over which you with so much distinction preside, with a letter addressed to you, is an honour that claims my most grateful recognition. And this act of kindness on your part is the more welcome, as my special object has been the assistance of chairmen, who in the discharge of their duty seek to act, in imitation of the Speaker of the House of Commons.

Following the line thus indicated, I have endeavoured to show how, according to parliamentary usage, a chairman is chosen, discussion guided, and motions put to the vote. And rules of procedure are added, based on Sir T. Erskine May's *Treatise on Parliamentary Practice*; an acknowledgment, indeed, which applies to the whole of this publication.

As the sound usage under which the House of Commons regulates deliberation is the result of English common-sense acting with precision and uniformity for at least three centuries, it might be presumed that an explanation of the merits of a usage so in harmony with our national cast of thought would be almost unnecessary.

This statement, however, cannot be made wholly without reserve. The practice of the House of Commons is, in one respect, somewhat misunderstood. When an amendment is proposed, chairmen generally give priority to the amendment over the motion upon which it is moved; and they do so under a belief that

this method accords with the procedure adopted by the Speaker.

In this they are mistaken. Nor is the distinction which exists between the parliamentary and the popular treatment of an amendment, merely a technical distinction ; it involves an essential principle.

When two propositions are submitted for deliberation, first a motion, and then an amendment offered as an alternative to that motion, to obtain a fair and straightforward debate, the following conditions must be observed. If two propositions are submitted for discussion, it is, in the first place, essential that their consideration should be conducted as far as possible, on equal terms ; and, secondly, it is essential that discussion should be limited to the question proposed from the chair. But how far are these conditions observed, if precedence be given to an amendment over the motion on which it is moved ? One of two results must ensue ; if the debate be kept with strict precision to the proposition so put forward, namely, the amendment, the supporters of the motion should not be heard until the amendment is disposed of. If, however, argument in favour of the motion be permitted, then debate strays away from the subject immediately in hand. Even under the fairest conditions of debate, the popular method withholds from the advocates of a motion their due position. They were foremost in the field of discussion, but they come last ; nay, their proposition may never be submitted to any decision at all ; for as the amendment is the first to be considered, it commands the chief attention and the primary vote of the debaters.

These consequences must arise under a usage which



places a motion and an amendment in direct antagonism. This conflict is averted by parliamentary practice. The formula used by the Speaker—"that the words proposed to be left out stand part of the question"—is framed for that express object: it offers an alternative choice between both motion and amendment, and withholds them from the vote until the House has resolved which subject it will, in the first instance, consider.

Parliament in its procedure obeys that common-sense instinct which dictates that it is essential, when two propositions are offered for discussion, to know first of all which proposition shall be discussed. Nor is it till that point is settled, that the House proceeds to bring the matter to a final conclusion.

To our ears, if I may so far identify myself with the House of Commons, the purport of the phrase, "that the words proposed to be left out stand part of the question," is immediately apparent. This may hardly be expected of those to whom that formula is not habitual. And yet, perhaps, when the motive of that phrase is appreciated, attention may be given to the principle it enunciates, as the systematic discussion of motions and amendments cannot be obtained, save under the method put in operation by the usage of Parliament.

With much sincerity, the readers of this little work are begged to regard it with the same kindly consideration which it has received from the Speaker. Gladly as I would deem that these illustrations of parliamentary procedure are capable of immediate or general enforcement, that hope cannot be expressed without some hesitation. A system may be simple in operation,

though it may not be a simple matter to describe:—though its effectiveness is certain, still that certainty may not be perceivable without the aid of experience.

If, however, an explanation of the business method of the House of Commons be the sole result of these pages, they will not be useless. According to that eminent authority of whom mention has been made, “the confusion which must arise from any irregularity in the mode of putting amendments, is often exemplified at public meetings where fixed principles and rules are not observed; and it would be well for persons in the habit of presiding at meetings of any description to make themselves familiar with the rules of Parliament in regard to questions and amendments; which have been tested by long experience, and are found as simple and efficient in practice, as they are logical in principle.”

It is, in conclusion, my pleasant duty to acknowledge the help I have received from those Members of Parliament who have given their kind attention to this publication. Their large experience in Parliamentary and Local Administration enabled them to make suggestions of great utility; and my hearty thanks are but a slight return for the trouble they have taken,—a favour of the highest value, conferred with the utmost good-will.

I have the honour to be,

Dear MR. SPEAKER,

Yours most faithfully,

REGINALD F. D. PALGRAVE.

SPEAKER'S COURT,

PALACE OF WESTMINSTER,

May 3rd, 1877.

## NOTE TO THE FIFTH EDITION.

THIS note, as on previous occasions, is addressed as an acknowledgment to those who have, in various ways, offered to the author of *The Chairman's Handbook* their well-advised and most obliging co-operation.

This book seeks to meet a variety of exigencies, and it could not, therefore, reach even a measure of success without the aid of varied information. But for help, thankfully acknowledged in the preface, the writer would hardly have ventured on the attempt; and the same acknowledgment is due towards assistance that has attended the whole course of this publication.

Among the features peculiar to this edition are highly valuable suggestions supplied by Mr. James Howard, M.P. from his large experience of Public Meetings, most kindly offered, and most thankfully accepted. A chapter has been added, devoted more especially to Chairmen called to preside not over discussion merely, but over discussion accompanied by the transaction of prescribed business; and it may be hoped that a comparison between Debate conducted according to ordinary practice, and Debate subjected to the special regulations which govern the procedure of Board and Shareholders' Meetings will be found of general utility.

This edition, also, contains a chapter affording a full explanation of Committee procedure, based on the

practice of the House of Commons. As on a previous occasion, Mr. Croad's obliging contributions, drawn from the practice and the Rules of the School Board for London, form an important addition to our Hand-book. Nor can the information derived from Mr. Francis B. Palmer's "Manual of the Every-day Law and Practice of Public Companies," and his most able advice, be passed by without our hearty recognition.

*April 19th, 1883.*

### NOTE TO THE SEVENTH EDITION.

It is our pleasant duty to add the name of Mr. Mortimer D. Malleson to the list of those kind helpers to whose assistance the Editor of this Hand-book is so greatly indebted. The text of this Edition has received such addition and revision as have been suggested by time and experience.

*June 28th, 1887.*

### NOTE TO THE ELEVENTH EDITION.

THE principal alterations in this Edition, besides changes caused by changes in legislation, are the addition of Rule No. 26, "Suspension of Rules and Regulations," and, owing to a conflict between judicial decisions, the omission of a statement, p. 39, that "Nor can proxy votes be used at a vote by show of hands."

*January 10th, 1895.*

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# THE CHAIRMAN'S HANDBOOK.

## CHAPTER I.

### ON THE ELECTION OF CHAIRMEN.

A CHAIRMAN may be called upon to take the Chair with the general approval of the assembly. If the call, however, be challenged, a Member of the Meeting of influential or official position, who is not prepared to undertake the office of Chairman, should be requested to act as president during the election to the Chair. And, subject to specific rule to the contrary, the right to propose such a president lies with those who have called the Meeting. Their proposal, therefore, should be accepted without dispute; they, on their part, acting with the sole object of securing the right conduct of the election to the Chair.

The president for that occasion accordingly acts as Chairman: he names those who rise to address the Meeting, and they direct their remarks to him. His immediate duty is to keep discussion to the matter in hand, namely, the choice of a Chairman, who should be selected, according to established custom, from

Rule 1. Chair  
to be addressed  
standing.

among those present at the Meeting (*see n. p. 3*). He, therefore, desires the Member who, under Rule 2, p. 97, receives his call to speak, to place the choice of a Chairman before the Meeting by a Motion; and if such Member is not prepared to do so, the president will order him to resume his seat. The Motion would be, "That Mr. A. do take the Chair;" and when that Motion has been seconded (*see p. 49*), it becomes the subject for discussion.

It may happen that no other name is suggested for the approval of the Meeting. In that case, when the Motion, "That Mr. A. do take the Chair," has been fully discussed, the president puts that Question to the vote of the Meeting, given either by the Voice, or Show of hands (*see p. 53*).

The Meeting, however, may desire to consider several names, also selected from among those present, as candidates for the Chair. The election of a Chairman, in that case, is obtained by submitting the name of each candidate to the decision of the Meeting, adopting the order in which their names were proposed for consideration. The proposal of each name is dealt with separately, and not by way of Amendment to a previously proposed name.

Accordingly, when the Motion has been made and seconded, "That Mr. A. do take the Chair," and those in favour of Mr. A. are heard, the proposers of the other candidates will rise and move

and second, "That Mr. B. (or Mr. C.) do take the Chair;" and they and their respective supporters are heard in behalf of each successive Motion. When no other name is thus submitted to the choice of the Meeting, the Debate is closed.

The president then, in accordance with the parliamentary method, puts to the vote the Motion which had been first proposed and seconded. Accordingly he rises up and states that "The Question is, 'That Mr. A. do take the Chair;'" and if that Question is agreed to, the Meeting accepts "Mr. A." as Chairman. But if the Question be negatived, the president will at once put to the vote the other proposed names in the order in which they were moved, namely, "That Mr. B. (or Mr. C.) do take the Chair," until the vote of the majority decides the election to the Chair.

No attempt to avert the choice of a Chairman by Motions of Adjournment, of Amendment, or the "Previous Question," should be permitted. Attempt has been made in Notes on Procedure, *p.* 102, to meet the difficulties that may arise in closely contested elections to the Chair; and remarks on the election of Chairmen of Boards, and other Corporate Institutions, will be found in Chapter III.

N. p. 2. If a person, not being a member of the Board, &c., is nominated as Chairman, he should signify his willingness to serve, by his presence at the Election, or by letter.

## CHAPTER II.

## DUTIES OF CHAIRMEN.

AMONG the primary responsibilities of a Chairman is the duty of deciding who it is, that is entitled to address the Meeting. He is the one among the Members who rise to speak, that is first observed by the Chairman. The Chairman, therefore, when placed in the Chair, will direct his attention towards those who sit around, and make a distinct announcement of that Member's name, so as to indicate with certainty who it is that has received the Chairman's call to speak.

Rule 2. Chair-  
man's call to  
speak.

Experience, however, proves that it is inexpedient to leave that responsibility wholly to the Chairman's discretion. Several persons, perhaps, may arise simultaneously to address the Meeting; and a general impression may ensue that preference should be shown to one amongst them, who has not received the Chairman's call.

Although by long-established usage the House of Commons systematically defers to the Speaker's decision in this matter, still the power of determining who it is that shall be heard, can be exerted by the House. In accordance, therefore, with parliamentary usage, such a difference of opinion between a Meeting and their Chairman may be met by a Motion, "That Mr. Z. be now heard;" and, if duly seconded, the Motion must

Rule 3. Motion  
that a Member  
be now heard.

be submitted by the Chairman to the Vote. This proceeding is, however, inexpedient, as deference to the Chair is a principle which should, if possible, be invariably observed.

The essential duty of a Chairman is the maintenance of Order, a responsibility which arises so soon as he takes the Chair. Purposeless talk is obviously a disorderly proceeding; he must, therefore, permit no discussion, unless it bears upon a definite subject, submitted as a distinct Motion for deliberation by the Meeting; and, with no less firmness, he must insist that Debate be strictly directed to that Motion. Nor must he permit a Member to speak, who rises when the Mover of a Motion or Amendment resumes his seat, unless such Member announces his intention to second the Motion or Amendment. A Chairman should also be empowered to insist that every speech is addressed to him as Chairman, and is spoken standing. Reference to persons by name should be avoided; a usage which may be observed in spirit, on occasions when it cannot be enforced by precise rule.

The use of decorous and temperate language Chairmen are, by their office, entitled to require; and every expression of opinion from the Chair should be heard without interruption, and be accepted, as a rule, without dispute. A Chairman is bound to decline

Rule 5. No  
Speech save to  
a Question.

Rule 25.  
Authority of  
Chairman.



to put from the Chair a Motion or Amendment which is out of Order,—as being beyond the scope of the Meeting, or foreign to the purpose for which it is called together,—as raising afresh a Question which has been decided by the Meeting,—or as containing irregular or illegal proposals, or offensive or disloyal expressions. This is his duty, because he is, to this extent, responsible concerning the Questions that he submits to the consideration of the Meeting (*see also regarding the duties and the protection of Chairmen, pp. 32, 45*).

As regards the general maintenance of Order, it rests solely in a Chairman's discretion whether or no he brings words or behaviour, presumably objectionable, under the reprehension of the Meeting. His conduct in this respect is not open to adverse comment. Nor, if appealed to on a matter of

Order, should Chairmen disregard the Rule that if a Member rises to Order he must do so without delay; this Rule

Rule 10.

Matter of order arising.

being designed not only to prevent interruption to the transaction of business, but also for the protection of the Chair.

The enforcement of the Rule which prohibits more than one speech upon a Motion under discussion is frequently no easy matter. And if the

occasion provokes much difference of opinion or frequent explanation, the strict observance of this Rule may be-

Rules 6 and 7.

No second speech. Explanation allowed.

come almost an impossibility. It is, accordingly, desirable, if the necessity arise, to meet this difficulty by a systematic method of procedure; and a Motion, "That until the close of the Meeting, Rule 6, forbidding a second speech, be suspended," would answer this purpose; or a Resolution, "That the Meeting do now resolve itself into a Committee," might be adopted, to indicate that the right of Debate was, for the occasion, unrestricted.

Chairmen should be empowered to close a Debate, when the mover of a substantive Motion has, in due course, made his reply. <sup>Rule 8. Right of reply.</sup> This power of closing a Debate accords with the invariable desire, if not with the invariable practice of the House of Commons, and is therefore embodied in Rule 8. And no inconvenience will attend the enforcement of this Rule, if the Chairman prefaces his call on that Member to make his reply, by an inquiry whether any other Member desires to speak, as such an announcement from the Chair prevents Members from asserting that they have been inconsiderately debarred from addressing the Meeting on the Motion (*see also Obstruction, Reply, pp. 41, 79*).

These remarks have hitherto been based on the assumption that those over whom a Chairman presides are disposed to pay due respect to him, and to themselves. He may, however, perceive from the demeanour of some before him that they are re-

solved to create rude or violent interruption, or to incite the Meeting to disorder. Such conduct a Chairman must endeavour to repress; and it has been decided, that he may direct the expulsion of a wilful disturber of a Public Meeting, no unnecessary violence being used. If, however, his directions are not obeyed, he should, to preserve Order quit the Chair, and declare that the Meeting is adjourned. This course was adopted by that master in the conduct of public business, Lord Shaftesbury. He records that, when Chairman of a Meeting threatened with

Rule 24. Ad-  
journment by  
Chairman.

intended disorder, as "nothing but mischief could arise from its prolongation," he quitted the Chair (*Life*, iii. 30). A provision to this effect is placed among the Rules of Procedure; and it may be hoped that, if the enforcement of this Rule becomes expedient, it will receive unhesitating submission from the Meeting (*see also "Adjournment," p. 36*).

On this, as indeed on all occasions, a Chairman is entitled to claim the united and prompt support of those over whom he presides. But to be so entitled, he must strictly obey the governing principle of Chairmanship, namely, absolute impartiality. He must also bear in mind that the ordinary functions of a Chairman are essentially ministerial. A Chairman, therefore, if he rises to address a Meeting, does not speak as a Member of the Meeting: his words are kept to the explanation of his conduct, or to an



expression of his opinion as Chairman. Nor should he attempt to sway the deliberation or the decision of those over whom he presides. If a Motion or Amendment be in Order, and has been duly proposed and seconded, the Question thereon must be at once proposed from the Chair. To this rule there is no exception. A Chairman has no option in this matter, even though the Motion or Amendment be directly hostile to the whole purpose for which the Meeting was convened, or might, if agreed to, bring the Debate to an abrupt termination by compelling him to leave the Chair.

The usage that a Chairman should never address a Meeting, save as Chairman, may, however, occasionally, and with advantage, be set aside, upon the appeal of those over whom he presides. Nor can he be deemed out of Order, if, according to usage, he proposes or seconds Motions of a formal character and certain, by their nature, to receive a general consent (*see also p. 47*). Among Local Boards, and Boards of Public Companies it is undoubtedly customary to put their ablest man in the Chair, and to entrust him with the chief conduct of business, and the advocacy of measures that he may have prepared. Experience seems to prove that this practice works well. Still, in the case of a large assembly called for public purposes this arrangement is wholly inapplicable:—the antagonistic responsibilities that attach to the leader of a Debate,

and to the Chairman who controls the debaters, cannot, even under the most favourable circumstances, be united without risk. And as it is of paramount importance to maintain with utmost strictness the absolute neutrality of the Chair, the limitation of the Chairman to a single Vote, given only when an equality of Votes occurs, has been embodied in Rule 21, although, as shown on p. 16, a contrary usage is sanctioned by Legislation.

A review of the duties cast upon a Chairman of Board and Company Meetings is contained in the next chapter; and remarks on Protests, Minutes, &c., will be found on p. 102.

## CHAPTER III.

### DUTIES OF CHAIRMEN OF BOARD, &c., MEETINGS.

WHATEVER be the object of the Meeting, the duties of a Chairman are essentially the same; still the conditions that affect Meetings designed to elicit public opinion on an exceptional occasion, must differ from the exigencies of a Meeting entrusted with the management of local business, or the supervision of commercial enterprise.

A consideration, accordingly, has been attempted of the special duties which befall the Chairmen of Borough, County and other Councils, and Public

Companies, and of the obligations entailed on them by Statutory or other Regulations.

A detailed explanation of the exceptional requirements thus created is beyond the limits of this publication. Our inquiry is therefore limited to the general principles which regulate the conduct of Meetings held for Administrative or Commercial purposes, and to a comparison between the practice prescribed for such Meetings, and that customary method of discussion which forms, what may be termed, the Common Law of Debate. Such comparison will be found neither unuseful nor uninteresting. Instruction also, may be drawn by Chairmen in general from the procedure of such Meetings, and the provisions devised for their conduct by Legislation.

### *Election of Chairmen.*

The tenure of office by Chairmen of Boards or other corporate Bodies is regulated by law or custom. The election of a Chairman for each Meeting is an obviously unsuitable arrangement. Chairmen, accordingly, are appointed for a year of office in the case of Borough, County, and other Councils, or for three years by School Boards, or, in the case of a Board of Directors for a period defined by the Articles of Association. A Chairman, in most cases, must be a Member of the Body over whom he is to preside. The Chairman of the School Board for

London, of the London County Council, and of District Councils, or Boards of Guardians, may be elected from outside the Board, the Council, or Guardians (*see also note, p. 3*).

In the case of certain corporate Bodies, such as a Borough Council, or a Vestry Meeting, the holders of an official position such as the Mayor, or the Incumbent of the Parish are designated by Statute or custom for the post of Chairman; and, under the Rules of the Companies Act, 1862, the Chairman of the Board of Directors presides as Chairman at the General Meetings of his Company. In the case of County and other Councils the Chairman is elected by the Board.

The mode, however, of conducting an election to the Chair has for the most part been left undecided. Among the few indications in this direction afforded by Legislation, is the provision, in the case of the London County Council, that the first Meeting called to elect the Chairman shall commence its proceeding by appointing a temporary Chairman for that Meeting, who shall conduct the election of the permanent Chairman; and a similar Rule is prescribed for the first Meeting of a Provisional County Council.

But this provision does not touch the essential difficulty that attends the election of a Chairman. When a Chairmanless body meets, no one Member more than another is entitled to play the Chairman's part, and put a Question for the decision of the

Meeting. For this reason in the House of Commons, the election of a Speaker is conducted by the Clerk of the House. Nor does a provision prescribing an election of a temporary Chairman, to preside over the election of the permanent Chairman, offer any escape from this difficulty; for if the choice of the temporary Chairman be disputed, some one must put the Question and take the vote of the Meeting regarding his election.

In contested cases, therefore, it is expedient that the initiative in the choice of a Chairman should be entrusted to one who stands outside the electing Body, such as its principal permanent official, or else that the presidency over the election of his successor should be committed to the out-going occupant of the Chair. For instance, the Chairman of a County Council, when it is necessary, acts, under the Municipal Corporation Acts, as Chairman at the annual election of his successor. This principle is also followed by the Commissioners Clauses Act, 1847, in the election of a Chairman under that Act; and the desirability of such an arrangement is obvious.

The supposed advantage of entrusting the conduct of an election to the Chair to a temporary Chairman, rather than to a permanent official, is because the temporary Chairman can exercise, if need be, a casting Vote. But this very circumstance may create fresh sources of embarrassment, for, if it be



known beforehand that the electing Body is equally divided, and that the Chairman's casting Vote will be exercised, the contest for the permanent Chairmanship will practically be decided by the election of the temporary Chairman. And as, unless it be otherwise ordered, a candidate for the Chair may vote for himself, and as a temporary Chairman is not disqualified from being the permanent Chairman, the temporary Chairman might by his double Vote, become the Chairman of the Board. The Legislature has to a certain extent tried to meet the difficulty of "a tie" between two candidates for the chair. For instance, the Local Government Act, 1888, by §§ 29, and 107, provides that in the case of a Chairman of Standing Joint Committees, or where on the selection of the Chairman of the Meeting of a Provisional County Council, an equal number of Votes is given to two or more persons, the Meeting shall determine by lot which of those persons shall be Chairman. And it is provided by the Commissioners Clauses Act, 1847, § 38, that "if there be an equality of Votes in the election of Chairman, it shall be decided by lot which of the" Candidates "having an equal number of Votes" shall be the Chairman.

The election of a Chairman may, as is too well known, cause much perplexity, and much to regret. It is therefore imperative that it should be conducted according to a procedure simple, and yet strictly

defined, that secures freedom of choice, and above all, the utmost impartiality. It is therefore expedient that, by express regulation, the conduct of the election should be entrusted either to the outgoing Chairman, or to a permanent official; and that, following the example of the House of Commons, where rivals for the Speakership practically "pair off,"—as, by usage, they record their Votes against themselves,—a candidate for the Chair should be compelled, by rule or custom, to remain wholly neutral during the election.

*Absence of Appointed Chairman.*

The absence of the appointed Chairman does not withhold a Meeting from the transaction of the business, for which it has been convened. The Meeting, save in case of express provision to the contrary, will proceed accordingly to adopt one of its Members as Chairman. Nor is any time-limit usually placed on the exercise of this power, when a Meeting, composed of a definite number of Members, is duly assembled. If the appointed Chairman be not present at the hour fixed for the Meeting, the appointment of his substitute may be effected at once, as is provided by the statutory Rules prescribed for the conduct of Councils, School Boards, and Boards of Directors; and unless otherwise determined by rule or custom, he retains the Chair during that sitting, although the regular

Chairman may subsequently join the Meeting. The moment to be taken for placing an occasional Chairman into the Chair may accordingly be left to the discretion of the Meeting.

It is undesirable, however, that a Meeting, where attendance is large and the occasion of special importance, should proceed forthwith to fill up the vacancy caused by the absence of the regular Chairman; and the Rule suggested by the Companies Act, 1862, to meet such an emergency might generally be followed. This Rule enacts that if there is no *ex-officio* Chairman of a Shareholders' Meeting, or "if he is not present within fifteen minutes after the time appointed for holding the Meeting, the Members present shall choose some one of their number to be Chairman."

### *Vote of Chairman.*

Under the common law a Chairman has no casting Vote, if the number of Votes is equal: the Question put from the Chair must, therefore, in this case, remain undecided. To obtain a decision the House of Lords, upon such an occasion, follow their "ancient rule," and the "noncontent" Lords "have it," in case of an equality of Votes. In the House of Commons, if the numbers are equal, the Speaker, and in Committee the Chairman of Ways and Means, who otherwise never vote, must give a casting Voice.

A third mode of meeting this occasion is estab-



lished by the Legislature. The Chairman of Borough and other Councils, School Boards, Vestries, and of Board or General Meetings of Companies, is empowered to vote as an ordinary Member, and then to give, as Chairman, a second or casting Vote, in case of an equality of Votes.

As the statutory enactments regarding a Chairman's casting Vote describe it as a "second" Vote, it would seem as if the Legislature expected that the Chairman would, as a matter of course, possess and use his Vote as a Member of the Board. In that case, however, the Chairman should give his Vote whilst the Vote of the other Members is being taken, and before the tendency of the Votes is visible, as it would be an undue stretch of authority if a Chairman reserved his Votes, and gave, if the numbers proved uneven, i.e. seven Ayes, and six Noes, first to the Noes his Vote as Member, and then his casting Vote as Chairman.

### *The Quorum of a Meeting.*

In the absence of special provision, when a duly summoned assembly of persons indefinite in number, such as formerly a Vestry or the shareholders of a Company, are present at the appointed time and place, any number of such a Meeting forms the Quorum thereof, legally competent for the transaction of the business for which the Meeting was convened. In the case of a Vestry, even two

Vestrymen have acted in behalf of their Parish; though if the two disagreed, there must be an Adjournment of such a Vestry. It has been held, however, that when but one shareholder responded to the call for a general Meeting of the Company, his presence did not constitute a Meeting.

It is otherwise regarding the Meeting of an administrative Body of a definite number, bound by the acts of a majority of its Members. Such a Meeting, in the absence of established usage or special provision, is unable to transact business, unless either the whole, or a majority of the Body is present. It is therefore essential to enable Boards and similar bodies to act, by giving the power to transact business to a Quorum, i.e. a specified number of its Members. The action of Legislation or usage towards the definition of a Quorum is as follows. Meetings of County Councils cannot act unless of the whole Council one-fourth part, and of Parish Councils unless one-third part, not being less in number than three, be present. Three is the Statutory Quorum of School Boards in general; whilst Nine is the Quorum of the School Board for London, a body of Fifty-three Members. The Quorum assigned to Vestries under the Metropolis Local Management Act is Five, Seven, or Nine, the Vestries being composed respectively of Eighteen, Twenty-Four, or Thirty-Six Vestrymen. According to the prac-

tice of the House of Commons Five is the established Quorum of a Select Committee, usually Fifteen in number; and Twenty is the Quorum of the Standing Committees formed of not less than Sixty, and not more than Eighty members.

Although in our opinion a Quorum should not consist of less than Three Members, Two is commonly the number that the Directors of a Company appoint as their Quorum. If no regulation exists in this respect, the number of Directors who usually attend the Meetings of the Board is accepted, as a definition of the appointed Quorum.

Regarding the Quorum of a Meeting of an uncertain number which represents a proprietary Association, in default of any provision to that effect, the Rule suggested by the Companies Act, 1862, might be considered, which provides that, "If the persons who have taken shares in the Company at the time of the Meeting do not exceed Ten in Number, the Quorum shall be Five; if they exceed Ten, there shall be added to the above Quorum, One for every Five additional Members up to Fifty, and one for every Ten additional members after Fifty, with this Limitation, that no Quorum shall in any Case exceed Twenty."

By their Articles of Association, however, Companies generally define the number and the qualification of the Shareholders whose presence shall be

held essential for the holding of Ordinary or Extraordinary General Meetings.

*The Presence of a Quorum.*

A time-limit should be fixed, either by usage or regulation, within which the Quorum of a Meeting must assemble for the transaction of business. Examples may be given of provisions to this effect. Fifteen minutes is the interval of time given for the assembly of the Quorum of the School Board for London, and Thirty Minutes was the rule of the Metropolitan Board of Works. To Meetings of a larger number, and called, either for a special purpose, or as one of a series of Meetings, the following provision, extracted from the Companies Act, 1862, might in the absence of other Regulations, be deemed applicable:—

“If within One Hour from the Time appointed for the Meeting a Quorum is not present, the Meeting, if convened upon the Requisition of Members, shall be dissolved: In any other Case it shall stand adjourned to the same Day in the next Week, at the same Time and Place; and if at such adjourned Meeting a Quorum is not present, it shall be adjourned *sine die*.”

In the case of an Adjourned Company Meeting, the dissolution thereof by the absence of an exact Quorum may be prevented by a declaration, that the Members present shall be a Quorum to transact the

business for which the Meeting was called, if this procedure be authorized by a Regulation to that effect.

As regards the presence of a requisite Quorum, according to parliamentary practice, it is the duty of the Speaker to ascertain that Forty Members are present, before he allows the House to proceed to business. When the sitting has commenced, that duty is entrusted to the House at large. This practice suits the requirements of the House of Commons, as its Resolutions are binding though agreed upon by a House composed of less than Forty Members.

But Meetings, subject to Rules prescribing that no business shall be transacted unless a Quorum be present, require for the validity of their transactions the fulfilment of that condition. For such Meetings a stricter method of procedure is necessary.

It is desirable, therefore, in such cases, that the duty of stopping the proceedings of a Meeting, if a Quorum be absent, should be imposed either on the Chairman, or on a distinct and responsible authority such as the Clerk of the Council, or the Secretary of an Institution. This is the practice in Select Committees of the House of Commons. The Clerk of the Committee is specially charged whenever a Quorum is not present, to bring that fact under the attention of the Chairman, "who is thereupon to suspend the Proceedings of the Committee until a



Quorum be present, or to adjourn the Committee to some future day.”

This Regulation might be generally adopted, coupled with the limitation provided by the School Board for London, which sanctions an interval of Five Minutes, as a period of grace for the possible reassembly of a Quorum, before its non-presence is officially declared. An hour of suspended sitting, before it can adjourn, is inflicted on a quorumless Private Bill Committee of the House of Commons, and also in the case of a Board of Guardians.

### *Order of Business.*

According to ordinary usage the first step in the transaction of business is the reading aloud by the Chairman, or, upon his direction by the Secretary, of the Notice convening the Meeting. The Secretary then will read over the Minutes of the previous Meeting for the purpose of their confirmation. (*Form of Minutes, see p. 103.*)

Then follows the dispatch of the appointed business according to the order set forth by the convening Notice, or by the Agenda Paper for that sitting, as previously communicated to the Members of the Meeting: and that prescribed order should not be varied, save with the unanimous consent of all present, and the full concurrence of the Chairman. (*See also Motions, Notice of, p. 26—32.*)



*Confirmation of Minutes.*

The object of this proceeding is, it must be remembered, solely to ensure the verbal accuracy of the Minutes. No dispute can, accordingly, be raised thereon regarding the policy the Minutes enforce, either by debate or by way of Amendment; far less can general discussion be allowed.

It may be noticed that a usage is in force among Company Board Meetings, which converts the confirmation of Minutes into an opportunity when a Director, after the Minutes have been signed, may move a Resolution impeaching the policy contained in those Minutes, or to rescind the Resolutions therein contained.

In our opinion this course is objectionable, save as a matter of urgency, as it exceeds the scope of the proceeding,—the ensuring the verbal accuracy of the Minutes,—and because it occasions the reconsideration of past transactions without previous Notice, and forms an unexpected interruption to regular business. On the other hand, it may be urged that, in most Companies, the Notice convening a Board Meeting does not specify the business to be transacted at that Meeting. The Board, therefore, meets and transacts any business which may justly claim its attention; and accordingly a Director may move, on the confirmation of the Minutes of the previous Meeting, the reconsideration

of the Resolutions at which it had arrived, if not debarred by the Rule regarding "special" Business that is mentioned on p. 27.

The signature of a Chairman to the Minutes is only requisite, when such Minutes are, under Statute, thereby rendered legal evidence. His signature is not otherwise essential to the confirmation of the Minutes, if an entry to that effect be duly minuted.

Accuracy in the record of past transactions being the object of this proceeding, it is desirable that a certain proportion of those who engage therein should have taken part in the transactions so recorded. The tendency of Legislation, however, lies in a contrary direction. The Statutes regulating County and such other Councils, and Public Companies, uniformly authorise the Chairman of the ensuing Meeting to sign the Minutes of a previous Meeting, and make no provision that either he, or any other Member then present, should have taken part in the previous Meeting.

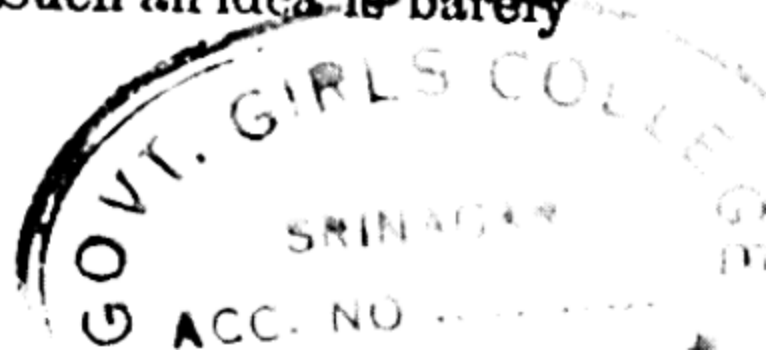
Material assistance in this proceeding is afforded to Chairmen by the adoption of the following precaution, the recommendation of a most competent adviser, namely, that the original papers which formed the basis of the Minutes should be always at hand when the verification of Minutes is undertaken, as supplying the best check upon their accuracy. Another mode of obtaining this result is a Rule

that, at the close of each sitting, the Minutes thereof should be read over and confirmed, and that this proceeding should take place before the Meeting separated. This sound usage has received legislative sanction; as entries of proceedings of Meetings held under the Metropolis Local Management Act, must "be signed by the Members present, or any two of them."

The verification of Minutes, it is needless to suggest, would be avoided if, according to the parliamentary system, the record of each sitting was issued under the authority of the presiding officer. If printed forms were prepared, to be filled up as occasion required, a prompt and methodical issue of the Minutes might be obtained. Verbal inaccuracies might be corrected under direction from the Chairman of the next Meeting, if his attention be called thereto, either at the commencement or the close of the sitting.

Doubt has been raised whether a Committee can ratify the Minutes of proceedings held at a General Meeting of the whole Association; for instance, in the case of an Annual General Meeting of an Institution which appoints the officers and working Committee for the ensuing year, those Minutes must remain unverified until the next Annual Meeting, unless the Committee be deemed competent to do so. And it has been suggested that without confirmation the Minutes are inoperative. Such an idea is barely

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tenable. Still, if difficulty arose, it might be desirable to empower the Committee to verify the Minutes taken at the Annual General Meeting.

*Motions made without Notice.*

Due notice must be given of the terms of every Motion submitted to the House of Commons. The sole exceptions to this rule are,—a matter of Privilege,—a Motion relating to business before the House, such as the postponement or discharge of an Order of the Day, or for the Adjournment of the House or of a Debate,—and the Motion known as the Previous Question. And privileged Motions are restricted to occasions when, upon the earliest possible opportunity, a matter requiring immediate action is brought forward, which directly concerns the well-being of the House or of one of its Members, in the discharge of his duty as a Member; and the principle that underlies this practice is adopted by all deliberative assemblies.

Amendments also may be moved without Notice, except that, on the nomination of a Committee, notice must be given of the names of Members to be proposed in substitution for names upon the nomination list of the Committee, and also, of new Clauses to a Bill, when a Bill is considered by the House.

Notice of a Motion is not so strictly required by other deliberative Bodies. The decision of a Muni-

cipal Council at its statutory Quarterly Meeting has been taken on Motions made without Notice; and this right is possessed by Ordinary General Meetings of Shareholders when the Regulations empower such Meetings to take into consideration, without Notice, any of the Company's affairs. In most cases, however, Company Regulations prescribe that, with the exception of certain prescribed matters, all business shall be deemed "special" which is brought before a General Meeting, and that Notice must be given in the case of special Business (*see also p. 23*). In pursuance of this Rule these Meetings cannot, as is the case with Board Meetings, entertain without Notice a Motion to rescind or modify the Minutes of a previous Meeting. By Statute, also, in some instances, Meetings are strictly limited to the object for which they are convened (*see p. 33*).

As a general rule, however, a Meeting composed of a defined number of Members is capable of waiving the Notice that, by regulation or usage, is required for a Motion, if all the Members of the Body are present, and give their consent. This is an established practice with Board Meetings; and under analogous circumstances, the action of a Municipal Council, which, though called for a special purpose, transacted other business without previous Notice, was upheld by a judicial decision. And all deliberative Bodies reserve to themselves, by regula-



tion or custom, the power of deciding at once upon a matter of urgent importance.

To make provision for an infraction of established routine, upon the occurrence of the unforeseen, cannot be an easy task. On the one hand, it is essential that business should be transacted upon a definite system. On the other hand, a body charged with important functions must, of necessity, be occasionally required to decide matters demanding immediate interposition.

The power of dealing with cases of emergency must therefore be left free, and yet be placed under some limitation, such as Rule No. 26, or a previous sanction from the Chairman, or the general, if not the unanimous consent of the Meeting. Nor should a usage be tolerated, in vogue among some Municipal Councils, by which a Motion "that the Standing Orders be suspended," is held to justify the bringing forward matters wholly foreign to the express and special objects for which the Meeting was summoned. Such a course should not be allowed, save by the unanimous consent of all present, given determinately, and recorded upon the Minutes. Nor can any form of sanction permit the revocation or alteration of a Resolution by the Meeting which agreed to it, even though all consent to such a proposal. That for such a purpose the Resolution must be taken into consideration upon a future day, on Notice given, is a parliamentary Rule

inflexibly maintained. Nor does such a Rule need any authoritative support, being based on common sense and common justice (*see also, the Revocation of Resolutions, p. 31*). And following the example of the House of Commons, it is not desirable that a Motion entailing the expenditure of money should be “presently entered upon;” it should be postponed to a future occasion, of which distinct Notice should be given.

*Rules regarding Motions made without Notice.*

These are the By-Laws of influential public Institutions regulating procedure on Motions made without Notice:—

- “ For appointing a Chairman ;
- For the consideration of any business or communication specially brought forward by the Chairman ;
- For the adjournment of any Meeting ;
- For receiving, entering on the Minutes, adopting and carrying out, or referring back any Report ;
- For reading or answering any correspondence, or other document ;
- For hearing any applicant or evidence ;
- For the precedence of any particular business ;
- For appointing any business for the consideration of any future Meeting ;

For appointing Committees and nominating  
the Members thereof;  
And any matter that is urgent."

*Rules Regarding Notices of Motions.*

The Agenda Paper circulated among the Members of the Meeting prescribes its course of action. It is not obligatory on those who have placed Notices of Motion on the Paper to bring forward such Motions, if disinclined to do so: but, unless otherwise provided, no Member, save the Member who gave Notice of a Motion can move the same.

The following is the practice that governs Notices of Motions in the School Board for London:—

"Every Notice of Motion shall be given in writing, be signed by the Member giving it, and be communicated to the Clerk of the Board not later than the Monday preceding the ordinary Board Meeting (on the following Thursday) at which it is to be moved, or be received by him by the first post on Tuesday.

"A book shall be kept by the Clerk, in which all Notices of Motion shall be entered. All such Notices shall be dated and numbered as received, and entered in the Notice Book.

"A Motion, Notice of which is duly inserted in the Paper of Business, if it be not



moved at the Board, either by the Member who has given Notice or by some other Member in his behalf, when it comes on in due course, shall, unless postponed by leave of the Board, be considered as dropped, and shall not be moved without fresh notice.

"A Motion once made and seconded shall not be withdrawn without the consent of the Board."

*Rules Regarding the Revocation of Resolutions.*

This subject requires some consideration. The following mode of dealing with a Resolution was prescribed for Boards regulated by the Metropolis Local Management Act. The Revocation or alteration of a Resolution cannot be obtained save at a Meeting specially convened for the purpose, and must be determined by a majority consisting of two-thirds of the Members of the Board, if the number present at the Meeting be not greater by one-fifth than the number present when the Resolution was made. If, however, the number then present, be greater by one-fifth than the number present at the former Meeting, the revocation or alteration may be effected by the votes of the majority of the Meeting.

This provision is cited as a reminder that on these occasions such an attendance should be

secured as shall fairly represent the opinion of the Board. Publicity should also be afforded to a Motion to rescind or vary a Resolution, by providing that Notice thereof is given at the Meeting previous to the Meeting when the Motion will be brought forward. The following Regulation on this subject is enforced by the School Board for London :

“ No Notice of Motion to rescind any Resolution which has been passed within the last six months shall be in Order, unless, in addition to the name of the Member who proposes to rescind, the names of nine other Members are attached to the Notice of Motion.”

The Board, however, excepts from this Regulation, Motions made in pursuance of a Committee Report recommending the revocation of a Board Resolution, because in such cases ample Notice has been given of the proceeding.

### *Irregular Motions, or Amendments.*

Points of Order may arise by no means capable of easy solution regarding the relevancy of Amendments, or whether a Motion be within the scope of the Meeting. The House of Commons, acting through the Speaker, has never treated such points of Order in a narrow spirit, or limited unduly the area of discussion; and Chairmen, in principle, would desire to follow that example. Chairmen,

however, are, as a rule, somewhat denied the latitude possessed by the Speaker in his decision upon these questions.

Especially is this the case with Chairmen of County Councils, or Public Companies. The action of these bodies is strictly limited by Statute, or by their Articles of Association; a limitation that must constantly be kept in mind. An indication of the general principle which governs Motions and Amendments brought before Council or proprietary Meetings, is all that we can attempt. The primary and chief guide to Chairmen in this matter is the Notice which calls the Meeting together, especially in the case of Meetings summoned for a special purpose. Shareholders' Meetings are strictly bound by the terms of that Notice. And even in the case of a Meeting held solely for the purposes of discussion, the Chairman is bound to refuse a Motion foreign to the purpose for which it has been convened; nor should he accept a Motion which contravenes the general rules of good order (*see p. 6*). And Chairmen of Shareholders' Meetings may be reminded that they must keep constantly in view not only the Notice under which they have met, but also the Regulations of their Company that define the course to be adopted regarding matters which are classed as "special Business."

Nor are the powers conferred by the Regulation

which enables a Shareholders' Meeting to entertain, without Notice, a Motion regarding any of the Company's affairs, exempted from limitation. No Regulation can authorize an ordinary General Meeting to entertain a proposal to add a new Article to the Company's Articles of Association, save upon the conditions attached to a "special Resolution." And under no circumstances can a Company agree to a Resolution, which exceeds the terms of its Memorandum of Association.

These considerations apply to Amendments, as well as Motions. For instance, it was held that a special Shareholders' Meeting convened to sanction the augmentation of the Company's Capital by the creation of new shares, was not empowered to consider a Motion specifying the amount of premium to be paid for the shares. And even if a Notice called the Shareholders together to consider an "increase of Capital to such extent and in such manner as the Meeting shall determine, it would not be competent to move as an Amendment, 'That instead of increasing the Capital, the Directors be authorized to borrow 5000*l.*, for the purposes of the Company.'" This point of Order, it may be noticed, is based on a technical use of the word "capital." In ordinary acceptation, capital means the monetary resources of an undertaking; and it might be argued that money raised by loan was, if so employed, capital, as well as money raised by

shares. But Shareholders' proceedings must be kept strictly within the terms of the Companies Act. For instance, a Meeting, convened to consider a specific proposal, cannot amend that Motion; it must be affirmed or negatived: and this rule applies to a special Resolution proposed for confirmation by a second Meeting.

### *Relevancy of Amendments.*

An Amendment must be invariably relevant to the Motion on which it is moved, a rule that specially applies to Amendments offered to a Motion that affects the transaction of business. For instance, an Amendment to a Motion that a Report be read a second time, must distinctly traverse the main issue of the Report, by suggesting a mode of action which, for alleged reasons, may be deemed preferable; or the Amendment may propose the reference of the Report either to the Committee whence it emanated, or to another Committee, with such instructions as may be deemed advisable. Again, when a Meeting is engaged in the election of Directors, it is an irregularity to propose an abstract Resolution regarding the duties of the Direction, as an Amendment to the name of a Director whose election is disputed. The substitution of another name, in the stead of such Director, is the only orderly Amendment in this case; though, if the Notice of election be in general terms, notice of



names offered by way of Amendment is not, as in the House of Commons, essential (*see p. 26*).

*Withdrawal of Motions at Board Meetings.*

It appears to be customary at Shareholders' Meetings to empower the Mover and Seconder of Motions, or Amendments, to withdraw their propositions during the progress of the Debate, without requiring the permission of the Meeting. This usage is, we presume, adapted to the circumstances that attend such Meetings, but it is not fitted for general application. The established principle that a Question, when proposed from the Chair, is in the custody of those to whom it has been submitted, is founded on common sense. It maintains a just feeling of the responsibility that attaches to the proposal of a Motion; and preserves the proposition under discussion from being abruptly withdrawn from the judgment of the Meeting. (*See also, Withdrawal of Motions, &c., Chapter XI., p. 86.*)

*Adjournment of Board Meetings.*

The power of Adjournment was vested in the Chairman of a Vestry, for the taking of a vote by Poll on a subsequent day; and Chairmen presiding over a Meeting called for public discussion, can, on the occurrence of violent disorder, dissolve the Meeting by announcing its Adjournment (*see p. 8*). And this right, it may be presumed, is possessed by the

Chairmen of Meetings for local business, especially if the Adjournment be made to facilitate the object of the Meeting. But those who do so may incur a risk : as Chairmen, who took on themselves the Adjournment of a Meeting engaged in the transaction of business, have been held responsible for the result of their interference with the proceedings in progress, when the Adjournment occurred. The principle that governs an Adjournment for a vote by Poll is mentioned on the ensuing page.

As a rule, Notice is not required of an adjourned Meeting, as that Meeting is held to be the continuation of the original Meeting, and is not competent to transact any business, save that which the original Meeting left unfinished. New business however, that is to say, business not entered upon at a General Quarterly Meeting, can be entertained at an adjourned Meeting, if due Notice of the intention to propose such business be given ; and this practice might deserve a general adoption.

### *Vote by a Poll.*

The mode of taking the vote of a Meeting by Voice, or Show of hands is described on p. 53. These methods of testing the opinion of a Meeting are applicable to occasions of public discussion, but are unsuitable to a Meeting charged with parochial or administrative duties.

It is essential in such cases, that a record be kept of



the names of the voters. This is enjoined by the following Rule, prescribed by the Public Health Act, 1875, "That the names of the Members present at each Meeting, as well as of those voting on each Question, shall be recorded, so as to show whether each Vote was given for or against the Question."

Such a record is also the result of a vote by a Poll, whereby each voter, by his personal act, either orally, or in writing, delivers his Vote to an appointed officer; and this method of voting is accordingly the regular and Common Law mode of taking the vote of a Meeting entrusted with legal responsibilities. A Poll, therefore, unless forbidden by the clear words of a Statute, may be demanded on any Question put to such a Meeting as of right, though the demander be satisfied regarding the correctness of the declaration by the Chairman on the Vote by Show of hands: and the moment after that declaration is made, and before the Meeting proceeds to other business, is the proper time for urging that demand upon the Chairman of the Meeting, who is the authority that grants the same.

According to usual practice a Poll shall not be taken immediately, but on a day appointed for the purpose; but if under legal provision a Poll is held "in such manner as the Chairman directs," it has been determined that the Chairman may direct that the Poll shall be taken by the same Meeting at which the demand was made.

A Show of hands or a Poll are authorized modes of taking the Vote, and an attempt to test the opinion of a Shareholders' Meeting by directing the "Ayes" to pass beyond, and the "Noes" to remain within a barrier in the Assembly room would be an irregularity. As the Common Law does not recognize Vote by proxy, unless expressly authorized by Law or Regulation, proxy Votes cannot be received, nor used for the demand of a Poll, and it would follow from the nature of the case, that the Vote by Ballot cannot be adopted by a Meeting subject to a provision that the names of Members voting shall be recorded upon the Minutes.

*Abstention of Members from Voting.*

By parliamentary Rule no Member can give his Vote, unless he is present in the House when the Speaker puts the Question from the Chair, and such Member should give his Vote, if the House goes to a Division.

It is desirable that Chairmen should be supported in a refusal to take the Vote of those who were not present, when he put the Question on which they tender their votes; but that all who hear the Question put must vote thereon, is a principle that is not strictly maintained even within the walls of Parliament.

By established custom Members of other deliberative Bodies are free to abstain from voting, even

though present when a Question is put from the Chair; and the provision taken from the Public Health Act, 1875 (*see p. 38*) which distinguishes between those present at a Meeting, and those who vote, gives legislative sanction to this practice.

Members so acting cannot, however, if Members of a Board or Meeting discharging Statutory or prescribed duties escape all responsibility. In the case of a Meeting charged with a legal duty to pass a Resolution or to perform an act, the Members who abstain from voting are held, by their presence during the Vote, to be acquiescent in the decision of the majority, and to impart validity to the proceeding if their votes, had they been given, were essential thereto. So also when to pass a valid Resolution, a Meeting requires the votes of the majority of those present, or is subjected regarding its mode of voting to any special provision, Members who abstain from voting when a Question is put from the Chair may, by their presence, render inoperative the transaction in which they refrained to join. And to prevent such misadventure, a Rule is in common use which provides that every Question shall be decided by a majority of the votes of the Members present, "and voting on that Question."

As a general rule, however, no liability arises from the neutrality of Members of Meetings called for the purpose of discussion, or of Shareholders' Meetings, as the Vote of a Shareholder is not a trust but a proprietary right, subordinate to the

owner's freedom of will. Still no exemption can relieve from discredit those who, having heard a Question argued out, either cannot, or will not form an opinion thereon.

### *Obstruction to Business.*

It may be accepted as an axiom of procedure, that a Meeting may claim, as of right, to obtain a final decision upon every Question brought before it, if,—according to the general and justly formed opinion of the Meeting,—that Question has been adequately discussed; no unfair attempt, of course, having been made to bring that discussion to a premature conclusion. Nor is it imperative on a Meeting, under such circumstances, to suffer further continuance of the Debate, or on a Chairman to obtain a hearing for those who may rise for the purpose of speaking. This course is sanctioned by immemorial parliamentary usage. To use Mr. John Bright's words, "if there be any Members of this House" who insist on protracting discussion, when the mass of their associates demand the close of the Debate, and "are not to be put down by a sense of shame, or by the feeling of dissatisfaction among their fellow-Members," the House of Commons has, "as a remedy," the power to protest loudly and effectively against such conduct. These outbursts of clamorous impatience are, however, justifiable only as a last resort: they place the Chairman in a false position of seeming to tolerate

disorder ; and patience on such occasions often saves both time and irritation.

Still speech, not to convince but to delay, is a recognized offence. Acting, therefore, according to the evident sense of the Meeting, a Motion may be made, "That the Question be now put." The Chairman thereupon forthwith, i.e. without permitting any interruption, puts that Question, and then, subject to the right of Reply, the Question at issue before the Meeting, if the Closure Motion be resolved in the Affirmative. And that Motion may be made, according to the parliamentary practice, whilst a Member is speaking.

Rule 23. Clo-  
sure of Debate.

*Closure Rules (School Board for London).*

"A Motion 'That the Question be now put,' can be moved at any time during a Debate, which has lasted at least an hour

When an Amendment is under discussion, the Motion shall apply only to that Amendment.

The Member moving the Motion shall be allowed to speak for not more than five minutes. After the Motion has been seconded, without a speech, and one Member has been heard in opposition, for not more than five minutes, the Question shall be at once put, without further debate.

If the Motion, 'That the Question be



now put' be carried, then, if the Question before the Board be the original Motion or the first Amendment, the Chairman shall call upon the mover of the original Motion to reply before putting the Question.

"When, after two warnings from the Chair, any Member persists either in obstructing business, or in otherwise disregarding the authority of the Chair, the Chairman shall not allow him to proceed, but shall call upon another Member to address the Board, or, if no Member rises, shall (subject to the right of the Mover to reply) put the Question to the vote without further Debate.

"When a Motion for the Adjournment of the Board is made, it shall be seconded without a speech, and put by the Chairman without debate; and no second Motion for the Adjournment of the Board shall be made within a period of one hour, unless it is moved by the Chairman or Vice-Chairman.

"No Member moving the Adjournment of a Debate shall be allowed to speak for more than five minutes. After the Motion has been seconded without a speech, and one Member has been heard for not more than five minutes in

opposition to the Motion, the Question shall be at once put without further debate.

“No second Motion for the Adjournment of the same Debate shall be allowed within one hour of the previous Motion for Adjournment, unless, in the opinion of the Chairman, the circumstances of the Question shall be materially altered.

“No Member shall be allowed to move, or second, more than one motion for Adjournment of the same Debate.

“No Member shall be at liberty to move an Amendment on a Motion for the Adjournment of the Board, or for the Adjournment of a Debate, unless it relate to the Question of time. No Motion for the Adjournment of a Debate, nor Amendment thereon, shall be admissible which proposes an Adjournment over more than one ordinary Meeting of the Board. A Member speaking to a Motion for the Adjournment of the Board, or for the Adjournment of a Debate, or to an Amendment on either of these Motions, shall confine himself to the Question of Adjournment.

“No Division shall take place unless called for by two Members of the Board. Where



one Member only calls for a Division, the dissent of that Member shall be recorded on the Minutes.

“A Motion ‘That the Board proceed to the next business’ can be moved at any time during a Debate, whether there be an Amendment under discussion or no.

“The Member moving the same shall be allowed to speak for not more than five minutes. After the Motion has been seconded without a speech, and one Member (the Mover of the Resolution having the preference) has been heard in opposition for not more than five minutes, the Question shall be put at once, without further Debate.

“No second Motion to the same effect on the same Main Question shall be allowed within one hour of the previous Motion, unless, in the opinion of the Chairman, the circumstances of the Question shall be materially altered.”

### *Responsibility and Protection of Chairmen.*

The Chairman of a Meeting is the proper person to decide Questions of Adjournment, and every incidental matter which may arise, that requires decision forthwith (*see pp. 8, 36*). He is also to

regulate the proceedings of the Meeting and to preserve Order, doing the acts necessary for these purposes on his own responsibility. A Chairman is specially charged with the duty of considering the legal effect of the Notice that convenes the Meeting upon the transaction of the business, and the propriety of Motions and Amendments (*see p. 33*). This aspect of his duty, especially as regards a Chairman of Company Meetings, is not directly within the scope of this publication. On such points Chairmen must invoke the aid of the living or the printed legal authority. Some of the leading text-books on this branch of the law are mentioned on p. 104.

But if responsibility be thus inevitably imposed on Chairmen, their protection in the straightforward discharge of their duty has invariably been the aim of the Legislature and of the Judicial Bench.

Accordingly, the decision of the majority of a duly constituted Meeting will be upheld, although attended by technical informality, provided that such irregularity has arisen through mistake or inadvertence, is unmarked by fraud, and causes no individual wrong. The protection thus afforded may be illustrated by examples of statutory provisions designed for that purpose. The Meetings of Councils, and other Meetings held in conformity with Acts of Parliament, are deemed to have been duly convened and held, and all proceedings therein

to have been duly transacted until the contrary is proved, and if the Minutes of such Meetings are in conformity with statutory provision. Nor are the proceedings of Meetings invalidated by any vacancy or vacancies among their Members, or by any defect in their election, selection, or qualification.

The entry by the Chairman in the Minute Book of the result of a Poll, or of his decision on a matter of Procedure is *primâ-facie* evidence of that result, and of the correctness of that decision ; and statutory protection is afforded to the Chairmen of Shareholders' Meetings regarding the mode by which he obtained the decision of the Meeting, establishing that, unless a Poll is demanded, his declaration that a Resolution has been carried shall be deemed conclusive evidence of the fact, "without proof of the number or proportion of the Votes recorded in favour of, or against such Resolution." The principle thus established may be extended to that very customary usage under which a Chairman, being assured that the Meeting comprehends the proceeding and consents thereto, declares that a Motion springing from the ordinary course of business is agreed to, without formally putting the Question thereon to the Vote. Nor when Chairmen, in due course, submit a Motion to a Meeting, can their conduct, if they omit to require a Mover or Seconder to propose and support such Motion, be subsequently questioned. In the House of Commons the Speaker habitually

acts on the Mover's proposal of a Motion or of an Amendment, if the proposal be not out of course, without calling for a Secunder. The Speaker also puts of his own accord Questions to the House that are consequent upon the procedure then in hand. In like manner the Chairman of a Meeting, called in accordance with Schedule 3 of the Public Health Act, 1875, is even required to "propose to the Meeting the Resolution" for its consideration, without requiring the co-operation of a Mover or Secunder.

Still, an informal transaction of a formal proceeding is undesirable. Even more needless is it to observe, that no advantage can be taken of any permitted laxity of procedure. For instance, although a Chairman be not bound to announce the number of Votes given for or against a Motion, he must not, to force the demand of a Poll upon the supporters of a Motion, declare a Motion to be rejected, when the Show of hands was obviously in its favour.

## CHAPTER IV.

### A MOTION PROPOSED FOR DEBATE.

As no Meeting should be, even for an instant, without a definite subject for deliberation, the Member first called upon to speak should commence by a statement that

Rule 4. Motion  
to be in writing,  
and seconded.

he has prepared a Motion as a Question for determination by the Meeting. Then, having in his speech explained his object in submitting the Motion to their consideration, the Member reads the Motion aloud; and he hands the paper upon which the same is written to the Chairman.

Then the Chairman, in due course, immediately asks, "Who seconds the Motion?" that it may be formally submitted to the Meeting; and he pauses to ascertain if any person shows by speech or sign that he seconds the Motion. A Motion that finds no Seconder, drops immediately; and, until another Motion is brought forward, Debate must cease, as no Question is before the Meeting. A Motion that has been seconded should be at once proposed from the Chair. For instance, the Chairman would rise and say:—

*Chairman.*—"The Question I have to propose is, 'That tenders be invited for the erection of a new Infirmary in the Market Place of Stafford, to be placed under the medical staff of the County Hospital.'"

This is the stage for the discussion of the Motion; and when Amendments thereto are moved (*see p. 57*).

In Parliament a Motion must be moved by the Member who gave Notice thereof, except in the case of an unopposed Return, or when a Minister of the Crown moves in behalf of a colleague. As regards



Amendments not requiring notice, this rule is not enforced; and in Committees, Amendments may always be moved by Members, other than the Member in whose name the Amendments stand. The Speaker, however, has stayed a Member who attempted to move an Amendment standing in another Member's name, on the ground that as such Member was the leader of one of the parties in the House, he alone could move it; the occasion being most exceptional.

The general principles for the conduct of Debate and the right to a Reply are embodied in the Rules of Procedure (*p.* 97), and in the Rules contained in Chapter IX., *p.* 75, on "The popular method of procedure."

### *Order in Debate.*

The most convenient method of conducting a Debate is to call upon the advocates and the opponents of the Question before the Meeting to speak alternately.

The Seconder of a Motion—but not of an Amendment—may reserve his speech till a later period of the Debate, if his act as Seconder be restricted to a gesture indicative of his intention, such as the raising his hat, according to usage in the House of Commons. Though contrary to parliamentary practice, it might be of advantage if this privilege were extended to those who, to make their purpose

intelligible to the Chair, utter the formal phrase, "I beg to second the Motion."

The proposal of an Amendment materially affects the character of a Debate. The merits or demerits of the Amendment, the effect that it may produce upon the original Motion, the further Amendments that it may necessitate, the import of the words proposed to be omitted, or of the Motion itself, are all before the Meeting. A wide field for discussion is undoubtedly thus opened, but not unlimited, if the Chairman keeps debate to the main points at issue raised by the Amendment and the Motion.

Although two Amendments cannot be simultaneously placed before a Meeting, it is competent to Members, after an Amendment has been proposed from the Chair, to explain the terms of another Amendment which they may desire to offer, either contingent on the Amendment under debate, or which might arise after that Amendment has been disposed of. This explanation obviates confusion, and puts the Meeting into possession of the various proposals it may be called upon to entertain.

As regards those who are entitled to speak during the progress of a Debate, or to move Amendments, Members who moved or seconded a Motion, or who spoke thereon, cannot rise to speak again thereon, or to move an Amendment thereto. This disability also extends to the Movers and Seconders of an Amendment, of an Adjournment of the Debate, and



of the "Previous Question." They all have spoken whilst the original Motion was the Question from the Chair. It will be remembered, however, that during a Debate a new Question is created by the proposal of an Amendment or of Motions for Adjournment, or the "Previous Question," and that when such new Question has been proposed from the Chair, those who have spoken to the original Motion can speak again (*see also Chapter X., p. 82*).

Occasionally a Motion takes the form of several distinct paragraphs, embodying different branches of the same subject. A Motion thus drawn cannot be put to the Vote in its entirety. Each paragraph must be proposed from the Chair as a separate Question, and becomes, if agreed to, a separate Resolution. This, of necessity, must be the method of deciding upon such a Motion: yet not the Mover only, but those who may debate the Motion are placed thereby at this disadvantage. The discussion and the Division which practically determine the whole matter are inevitably taken on the first paragraph, although much disputable matter remains for discussion in the concluding portions of the Motion. Even Mr. Canning felt that his brilliant eloquence was, to a degree, stifled by the unavoidable conditions that attend debate on a Motion composed of several paragraphs. It was, he said, "technical nonsense" to assert "that each Resolution was a separate Question, and that upon each separate

Question he might speak. The effective Debate must take place upon the first Resolution, and the Question upon that Resolution once put to the Vote, he should be heard upon those that follow to very little purpose indeed."

## CHAPTER V.

### MODE OF PUTTING QUESTIONS TO THE VOTE.

WHEN the Debate upon a Motion is closed, the Chairman rises and puts the Question upon the Motion.

*Chairman.*—"The Question is, 'That tenders be invited for the erection of a new Infirmary in the Market Place of Stafford, to be placed under the medical staff of the County Hospital.'"

### *The Vote given by Voices.*

The Chairman proceeds to take the Vote of the Meeting by the Voice. To do so, he first exclaims—"As many as are of that opinion, say 'Ay.'"  
He then makes a distinct pause, whilst he hearkens to the voices given in the Affirmative. When he has received an answer, and those in favour of the Motion have distinctly said "Ay," he completes the process by desiring—"As many as are of the contrary opinion, say 'No,'"  
and he pauses again to receive the voices given in the Negative.

Supposing that not a single voice is heard to answer "No," or if the Chairman judges from the sound of the voices exclaiming "No," that the "Noes" are fewer in number than the "Ayes," he expresses his opinion upon the Vote of the Meeting, by announcing deliberately, but not decisively, that—" *I think the 'Ayes' have it.*" This he does in order that any one present may demand the Vote by Show of hands.

Rule 11. No  
speech after  
Question fully  
put.

The Chairman, therefore, again makes a marked pause, that he may ascertain how that statement is received, before he declares his final decision.

If the Chairman's statement that, as he thought, "the 'Ayes' have it," is received in silence, if no voice challenges his assertion by retorting back immediately and distinctly, "The 'Noes' have it,"—the Chairman clenches the matter, and declares emphatically, "*So the 'Ayes' have it.*"

The Question having been by that final declaration resolved in the Affirmative, it has become the Resolution of the Meeting; and the Chairman concludes by reading aloud the Motion in his hand, prefixing the word "*Resolved,*"—as for instance, "Resolved, That tenders be invited for the erection of a new Infirmary," &c.

The action of the Chairman, on the occasion of the rejection of a Motion, precisely follows the course we have just described. Thus, if in answer

to the Chairman's call that, "As many as are of that opinion, say 'Ay,'" not one voice is heard to exclaim "Ay," or if the "Ayes," from the sound of their voices, appear fewer in number than the "Noes," the Chairman declares his opinion upon the negative Vote thus given by the Meeting, and announces distinctly, though but tentatively, "*I think the 'Noes' have it.*"

As that statement is not final, but open to solution by the Show of hands, the Chairman pauses to indicate that he awaits the challenge. Then, if no challenge comes, if no one contradicts the Chairman by affirming aloud, "The 'Ayes' have it," he decisively declares his final decision, "*So the 'Noes' have it;*" and he thus announces to the Meeting that the Question has passed in the Negative.

*The Vote given by a Show of Hands.*

A Vote by Show of hands is obtained by challenging the Chairman's opinion regarding the voices of the Meeting. If the statement that he thought that either the 'Ayes' or the 'Noes' "have it," is met by a distinct and positive challenge even from a single voice, he will direct that the Vote be taken by a Show of hands. He appoints a teller for the "Ayes," and a teller for the "Noes," naming each teller from among the party with whom he had, by his voice, declared himself; and the two tellers will rise and meet, so as to be ready to act together.

Then the Chairman directs each Member who, during the Vote by voices had exclaimed "Ay," or who is in favour of the Motion, to rise and hold up a hand. The tellers count the number of hands held up, and put the number down in writing; this done, they inform the Chairman that they have recorded the number of the "Ayes." He then directs each person who has called out "No," or who desires to oppose the Motion, to rise and hold up a hand. The "Noes" are then numbered and recorded by the tellers, who place their Report before the Chair. Then the Chairman, holding in his hand the tellers' Report, rises and announces the number of Votes which have been recorded for and against the Motion, and he gives effect to the consequent decision of the Meeting.

Rule 17.  
Motions decided not to be renewed.

Though the occasion, if it arise, must be exceptional, still those who have spoken in favour of a Motion, even as Mover or Secunder, are in Order if, owing to some complication, they vote against that Motion. But the Vote of a Member in the Show of hands must agree with the Vote he had given with the Voice. A Chairman, for instance, should add to the number of the "Ayes," the Vote of a Member who, having exclaimed "Ay," held up his hand with the "Noes," if this matter of Order be raised before the declaration of the numbers from the Chair; but this objection to a Vote



cannot be taken subsequently. According to usage in the House of Commons no correction can be made of a Vote given in error, even though that Vote may conflict with the voter's expressed intention. In the House of Lords, if a Peer commits such a mistake, the House permits a rectification of the error. And perhaps the more generous practice of the Upper House is to be preferred.

If an irreconcilable difference of opinion should arise between the two tellers regarding their estimate of the number of the Votes, the Chairman must direct the Meeting to proceed immediately to a second Vote.

Rule 20.  
Error in Vote  
by show of  
hands.

Remarks on the Chairman's Casting Vote, and on Vote by a Poll will be found on pp. 10, 16, 37.

## CHAPTER VI.

### AMENDMENTS TO MOTIONS.

#### *The Object and Method of Moving Amendments.*

A Motion is open to amendment until the Question thereon is put from the Chair. Directly that an Amendment has been moved and seconded, the Chairman proposes the form of Question which the Amendment occasions (see p. 60).

Rule 11. Question fully put.

Rule 4.  
Amendment to be in writing, and seconded.

Amendments to a Motion must be relevant thereto



(see p. 35). There are two forms of Amendments; the one is offered, not in opposition to a Motion, but to produce such a modification thereof as may render it acceptable to those who are willing to support the Motion so amended. The other form of Amendment traverses more or less directly the principle expressed by a Motion, or the course of action that it recommends. For this purpose an alternative proposition running counter, either wholly or partially, to the original Motion, is proposed. The usual shape given to such an Amendment is a sentence declaring the motives which actuate the opposers of the Motion offered as a substitute thereto, and framed so as to make a coherent sentence, when placed in combination with the first, or other word, occurring in the Motion.

When the object of an Amendment is to obtain a distinct contradiction of a Motion, that Amendment must be expressed in terms that either justify or explain the Mover's intention, as it would be out of Order to propose an Amendment confined solely to the bare negation of a Motion. Far less could an Amendment be offered that proposed to interpolate the word "not" into a Motion, as, for instance, "That tenders be" *not* "invited," &c. The way to give the direct negative to a Motion, is by a vote against the Motion when put as a Question from the Chair.

The effect produced upon the Debate by the

proposal of an Amendment has been described (*see p. 51*); and the principle which regulates the proposal of Amendments is expressed in Rules 12—16, “Order of Amendments,” *p. 99*.

When it is intended to propose several Amendments to a Motion, the Chairman should be informed of the nature of the Amendments, and of the exact point in the Motion where the Amendments would occur, in order that he may call on the proposers of those Amendments to move them in due course, and avoid their exclusion under Rule 15, which enforces the principle that no Amendment can be made to a Motion, prior to the point where an Amendment has been already made. With this object also, if before the Chairman proposes an Amendment, he is informed that notice has been given of an Amendment affecting an earlier part of the Motion, he may call the attention of the Meeting thereto—as if a Member neglects at the due time to move the Amendment he has in charge, he may lose his opportunity altogether, as every Member who addresses the Chair upon a Motion has the right to move any Amendment thereto, that is in Order; and he may propose such an Amendment as would exclude any other Amendment to the Motion. In such a case, however, the Member who has lost his opportunity may appeal to the Meeting to permit the proposal of his Amendment, and if his appeal is favourably received by the Mover of the Amendment

under discussion, that Amendment may, by the consent of the Meeting, be withdrawn. In that case the Member who consented to the withdrawal of his Amendment will be permitted to move it again, accompanying it, if he chooses, with a brief repetition of the arguments he had previously adduced; though other Members who have debated that Amendment are not entitled to speak again.

## CHAPTER VII.

### MODE OF PUTTING THE QUESTION UPON AMENDMENTS.

AMENDMENTS are divisible into three classes:—

1. An Amendment by leaving out words.
2. An Amendment by inserting words.
3. An Amendment by leaving out words, in order to insert other words.

The parliamentary method of treating Amendments, so fully explained in our preface, may be here again referred to, because that method is expressly devised to meet the occasion when under the 3rd class of Amendments, two proposals are offered, namely, the rejection of words from a Motion and the acceptance of words in their place. These alternative proposals are thus dealt with. Two Questions are put from the Chair; the first is a preliminary Question, which settles whether the

Amendment or the Motion shall be considered; that preliminary Question being decided, then follows the final Question, which concludes the matter by determining the fate of the Motion either in its original, or its amended shape.

The first Question calls upon the House to determine whether "*the words proposed to be left out*" of the original Motion, shall, or shall not, "*stand part of the Question*" for discussion. If it be decided that the words which the Amendment proposes to strike out of the Motion *shall* "*stand part*" of the Question, the Amendment is negatived. For that decision shows that the House prefers to discuss the Motion in the form proposed by the Mover. Then arises the second Question, which ascertains if the House accepts or rejects the Motion itself, which, no further Amendment thereto having been moved (*see p. 67*), is submitted to the decision of the House.

Supposing, however, that it is determined that the words in the Motion which the Amendment proposed to leave out, shall *not* "*stand part of the Question.*" As those words are thereby struck out, a blank or vacant place is made in the Motion; and another Question is necessary to ascertain how the blank shall be filled up, whether by the words suggested in the Amendment, or by any other words. This is the opportunity for amending that Amendment (*see p. 68*); and the process ends by sub-

mitting the Motion, in its altered form, to the final Vote of the House.

The three classes of Amendment are proposed and put to the Vote in the following manner :—

*Class 1.—An Amendment by Leaving out Words.*

In the case, for instance, of a proposal to leave out the words, “the Market Place of,” from the Motion “That tenders be invited,” &c. (see p. 49) ; the Chairman rises, and prefaces the Question thus :—“The Original Question was, ‘That tenders be invited for the erection of a new Infirmary in the Market Place of Stafford, to be placed under the medical staff of the County Hospital ;’—since which an Amendment has been proposed to leave out the words, ‘the Market Place of ;’

“The Question I have to propose is, That the words, ‘the Market Place of,’ stand part of the Question.”

This Question is put to the Vote in the manner already described (see p. 53). If the Question be resolved in the affirmative, as that decision keeps the words, “the Market Place of,” standing in the Motion, the Amendment is negatived. No alteration, accordingly, can be made to the Motion prior to the words, “the Market Place of ;” and if no subsequent Amendment be offered, the Chairman puts the Question in its original form :—

*Chairman.*—“The Main Question is, ‘That



tenders be invited for the erection of a new Infirmary in the Market Place of Stafford, to be placed under the medical staff of the County Hospital.' ”

If, however, the first Question, “That the words, ‘the Market Place of,’ stand part of the Question,” passes in the Negative, the Amendment is made; these words are rejected from the Motion; and then, if no subsequent Amendment be offered, the Chairman puts the Question on the Motion as amended :—

*Chairman.*—“The Main Question, as amended, is, ‘That tenders be invited for the erection of a new Infirmary in . . . Stafford, to be placed under the medical staff of the County Hospital.’ ”

*Class 2.—An Amendment by Inserting Words.*

Following the previous example, if an Amendment is proposed to insert the words, “by public advertisement,” after the word “invited,” in the Motion, “That tenders be invited for the erection of a new Infirmary,” &c.; the Chairman rises, and prefaces the Question thus :—“The Original Question was, ‘That tenders be invited for the erection of a new Infirmary in the Market Place of Stafford, to be placed under the medical staff of the County Hospital;’—since which an Amendment has been proposed to insert after the word ‘invited,’ the words, ‘by public advertisement;’



“The Question I have to propose is, That the words, ‘by public advertisement,’ be there inserted.”

When that Question is put to the Vote, supposing that it is negatived and that no subsequent Amendment is proposed, the Chairman puts the Question upon the Motion in its original form.

If, however, the Amendment is accepted, the Question for inserting those words being resolved in the Affirmative, the Chairman puts the Question upon the amended Motion:—

*Chairman.*—“The Main Question, as amended, is, ‘That tenders be invited by public advertisement for the erection of a new Infirmary in the Market Place of Stafford, to be placed under the medical staff of the County Hospital.’”

*Class 3.—An Amendment by Leaving out Words, in Order to Insert other Words.*

The procedure necessitated by this class of Amendment is as follows:—Supposing that an Amendment is proposed to the Motion, “That tenders be invited for the erection,” &c., by the substitution of the words, “and that such Infirmary shall be managed by a visiting committee,” for the words—“to be placed under the medical staff of the County Hospital;”—the Chairman rises, and prefaces the Question thus:—“The Original Question was, ‘That tenders be invited for the erection of a new Infirmary in the Market Place of

Stafford, to be placed under the medical staff of the County Hospital,' since which an Amendment has been proposed to leave out the words, 'to be placed under the medical staff of the County Hospital,' in order to insert the words, 'and that such Infirmary shall be managed by a visiting committee,' instead thereof :

"The Question I have to propose is, That the words, 'to be placed under the medical staff of the County Hospital,' stand part of the Question."

The proposed Amendment is assumed, for the purpose of illustration, to be the wish of the majority. Under this supposition the words, "to be placed under the medical staff of the County Hospital" are struck out of the Motion, the Question thereon having passed in the Negative.

The Chairman accordingly puts the following Question:—"The Question is, That the words, 'and that such Infirmary shall be managed by a visiting committee,' be there inserted." That Question being resolved in the Affirmative, those words are therefore inserted; and the Chairman, in conclusion, calls for a decision on the Motion so amended:—

*Chairman.*—"The Main Question, as amended, is, 'That tenders be invited for the erection of a new Infirmary in the Market Place of Stafford, and that such Infirmary shall be managed by a visiting committee.'"

The Chairman's second proposition, "That the words, 'and that such Infirmary shall be managed by a visiting committee,' be there inserted," might, however, be rejected. The vacancy created in the Motion by the omission of the words, "to be placed under the medical staff of the County Hospital," would thereby be left unfilled up. This, it may be presumed, was not the intention of the Meeting, and that an attempt to complete the sentence will be resumed, another form of words being proposed with that object.

The Chairman, accordingly, when such other words have been duly proposed, takes the opinion of the Meeting regarding their introduction into the Motion, by putting the Question for the insertion of those words. And this proceeding would be continued, until the vacancy in the original Motion was filled up.

That these efforts, in the end, prove fruitless is, nevertheless, a possible contingency: no paragraph offered in substitution of the omitted words, perhaps, proves acceptable. The Chairman, however, if the Motion is not withdrawn, must put the final Question thereon, although it be still in an incomplete condition. Thus if no method of filling up the blank space caused by the omission of the words, "to be placed under the medical staff of the County Hospital," be agreed upon, the Chairman concludes by calling for a decision on the Motion so amended:—

*Chairman.*—"The Main Question, as amended, is, 'That tenders be invited for the erection of a new Infirmary in the Market Place of Stafford.'"

It will be noticed that in the above case the Question forms an intelligible sentence, although the words struck out remain unsupplied. But even if this were not the case, as no Motion can be withdrawn without unanimous consent, if that consent be refused, the Chairman must put the Motion, in that fragmentary state to the Vote, when, as a matter of course, it would be negatived.

This casualty has occurred in parliamentary practice. A Motion before the House of Commons has even been reduced to a single word; as the House,—having negatived all the words of the Motion after the first word "That,"—negatived in succession every proposition designed to supply that deficiency. The Speaker, however, felt that he could not propose the word "That" as a Question from the Chair, and passed on to the matter which stood next upon the Order Book. The withdrawal of a Motion thus rendered unintelligible, is the most judicious course to be adopted in this emergency.

Chairmen may, in conclusion, be reminded that, except when the Previous Question has been moved, or closure carried (*see pp. 42, 83*), when a Motion, amended or unamended, is finally proposed from the Chair, words may be added to such Question; such

words being neither irrelevant nor absolutely contradictory to the Motion, nor reviving a negatived Amendment thereto.

## CHAPTER VIII.

### MODE OF PUTTING THE QUESTION UPON AMENDMENTS TO AMENDMENTS.

WHEN words offered by way of Amendment are proposed from the Chair, those words may, in their turn, be subjected to amendment. Accordingly, when this Question was before the Meeting—"That the words 'and that such Infirmary shall be managed by a visiting committee' be there inserted," those words were open to amendment, whether by omission, addition, or variation.

As the proposal of an Amendment to an Amendment originates a fresh subject for consideration, the new Question thus created must, to prevent confusion, be disposed of by itself. An Amendment, when undergoing alteration, is therefore treated throughout as if it were a substantive Motion upon which an Amendment had been moved. The Original Motion, accordingly, is laid aside; and the Amendment becomes, for the time, a separate Question to be dealt with, until its terms are settled. The Chairman puts the Question that amending



words be added to the Amendment, or, that words proposed to be left out "stand part" of the Amendment; and, in conclusion, he puts the Question for the acceptance or the rejection of the Amendment, either in its original, or in its amended form.

*Procedure on an Amendment to an Amendment.*

A Meeting, it may be supposed, is engaged upon this Motion—"That a Finance Committee be now appointed,"—and that an Amendment has been proposed to leave out from the word "That" to the end of the Motion, in order to add, instead, "it being inexpedient at present to sanction any further expenditure, the appointment of a Finance Committee is unnecessary."

As this illustration treats of amending an Amendment, it shall be presumed that the first Question, "That the words proposed to be left out stand part of the Question," has been decided in the Negative. All the words of the Original Motion after the first word "That" being thus struck out, the second Question is, "That the words, 'it being inexpedient at present to sanction any further expenditure, the appointment of a Finance Committee is unnecessary,' be added to the word 'That' in the Original Question."

The proposal of this Question from the Chair forms the point when an Amendment to the Amendment can be moved. Such an Amendment might



be, to leave out from the sentence "it being inexpedient at present to sanction, &c.," the words "at present," and to insert, instead, "*during this year.*"

Procedure on such an Amendment is as follows :—

*Chairman.*—"The Original Question was this, That the words, 'it being inexpedient at present to sanction any further expenditure, the appointment of a Finance Committee is unnecessary,' be added to the word 'That' in the Original Question; since which an Amendment has been proposed to the proposed Amendment, to leave out the words 'at present,' in order to insert the words 'during this year,' instead thereof;

"The Question I have to propose is, That the words 'at present' stand part of the proposed Amendment."

If that Question be agreed to, the words "at present" are retained in the Amendment; and the Chairman returns to the Question he first proposed, namely :—

*Chairman.*—"The Question is, 'That the words, 'it being inexpedient at present to sanction any further expenditure, the appointment of a Finance Committee is unnecessary,' be added to the word 'That' in the Original Question.'"

And then, that Question being also agreed to, the Chairman, to obtain the final decision of the Meeting, puts the Motion so amended to the Vote, namely :—

“The Main Question, as amended, is, ‘That it being inexpedient at present to sanction any further expenditure, the appointment of a Finance Committee is unnecessary.’”

Supposing, however, that the first Question—“That the words ‘at present’ stand part of the proposed Amendment”—be negatived, the Chairman proceeds to put the following second Question:—

*Chairman.*—“The Question I have to propose is, That the words ‘during this year’ be there inserted.”

If that be agreed to, then the Chairman takes the opinion of the Meeting upon the Amendment as amended;

*Chairman.*—“The Question is, That the words, ‘it being inexpedient during this year, to sanction any further expenditure, the appointment of a Finance Committee is unnecessary,’ be added to the word ‘That’ in the Original Question;” and that Question being agreed to, the Chairman concludes by taking a final decision upon the amended Motion.

*Chairman.*—“The Main Question, as amended, is, ‘That it being inexpedient during this year, to sanction any further expenditure, the appointment of a Finance Committee is unnecessary.’”

#### *An Amendment amended by the Omission of Words.*

Another illustration may be given of a mode of amending an Amendment.

An Amendment, it may be supposed, has been moved to leave out a paragraph from a Motion. The majority, however, desire to retain a portion of the sentence proposed to be omitted, and to negative the remainder. That being the case, they will endeavour to amend the proposed Amendment, by leaving thereout the words which are to be retained. The restoration of those words to their place in the original Motion would be thereby effected.

The mode of arriving at this conclusion will be visible, if the following Motion and Amendment be accepted in illustration of the proceeding. The Motion is—"That the Superintendents of Police, being superior officers, be appointed Inspectors under the 75th section of The Explosives Act, 1875; and that the Sergeants of the Force be permitted to carry out the provisions of the Act, if appointed as officers by any Local Authority." And it may be supposed that the Amendment proposes to limit the Motion to the first paragraph, by striking out all the words thereof after the date "1875."

The Question, therefore, is proposed:—

"That the words, 'and that the Sergeants of the Force be permitted to carry out the provisions of the Act, if appointed as officers by any Local Authority,' stand part of the Question."

The majority of those present, however, wish to retain the words, "*and that the Sergeants of the*

*Force be permitted to carry out the provisions of the Act."* In that case they would propose to leave those words out of the proposed Amendment.

The following Question would accordingly be put:—

*Chairman.*—"The Original Question was this, That the words, 'and that the Sergeants of the Force be permitted to carry out the provisions of the Act, if appointed as officers by any Local Authority,' stand part of the Question; since which an Amendment has been proposed to the proposed Amendment, to leave out the words, 'and that the Sergeants of the Force be permitted to carry out the provisions of the Act.'"

"The Question I have to propose is, That the words, 'and that the Sergeants of the Force be permitted to carry out the provisions of the Act,' stand part of the proposed Amendment."

It may be supposed, following the selected example, that the majority desire to retain those words. The Question that those words "stand part of the proposed Amendment" is therefore negatived. Those words are, accordingly, restored to the Motion; and the Chairman returns to his former proposition, but in the amended form, by calling for a decision upon the Amendment, as amended, namely, upon the words, "if appointed as officers by any Local Authority."

*Chairman.*—"The Question is that the words, 'if

appointed by any Local Authority,' stand part of the Question."

As the majority are supposed to be adverse to those words, that Question is negatived. The Chairman therefore puts the final Question upon the Motion, as it has been altered by the amended Amendment.

*Chairman.*—"The Main Question, as amended, is, 'That the Superintendents of Police, being superior officers, be appointed Inspectors under the 75th section of the Explosives Act, 1875; and that the Sergeants of the Force be permitted to carry out the provisions of the Act.'"

Attempts to amend Amendments not infrequently create perplexity and embarrassment. The best escape from this difficulty is the division of an Amendment which causes a difference of opinion into several separate Amendments, so as to place the sentences open to objection *seriatim* before the Meeting.

For instance, to revert to the last illustration. If the Chairman were permitted to put the Question upon the sentences to be omitted, first upon the words, "and that the Sergeants of the Force be permitted to carry out the provisions of the Act;" the Question that those words "stand part of the Question" would be agreed to. Then the Meeting could agree upon the omission of the concluding words of the Motion; and, finally, the Chairman



would put the Question on the Motion so amended; and thus the object sought by a proposal to amend an Amendment is obtainable in a simpler way.

## CHAPTER IX.

### THE POPULAR MODE OF PROCEDURE WHICH GIVES PRIORITY TO AMENDMENTS OVER AN ORIGINAL MOTION.

THIS, the popular and general practice of moving Amendments, is not wholly without Parliamentary sanction. In the Committee of Supply, when the reduction of a Grant of public money is proposed, the Chairman takes a decision first upon the Amendment, namely upon the reduced Grant, nor, until that Question is disposed of, does he submit the original Grant to the vote of the Committee.

This usage is adopted to afford repeated opportunity of disputing the demands of Government; for if the action of the Committee of Supply was regulated according to the ordinary method of dealing with Amendments, but one decision could be taken upon each Grant.

With this exception, the popular mode of putting an Amendment is never used by the House of Commons, because of its inherent defectiveness. (*See p. 79.*) The partial adoption, however, by



Parliament of this method of dealing with an Amendment brings it within the scope of our handbook; and the following examples of its working have accordingly been added, in the form of the Minutes which such procedure would occasion :—

“It was moved by Mr. A., and seconded by Mr. B., ‘That the Report of the Society of Arts upon a reform in spelling be now considered.’

“The following Amendment thereto was moved by Mr. C., and seconded by Mr. D., ‘That no further action be taken upon a reform in spelling.’

“The Question was accordingly proposed, ‘That no further action be taken upon a reform in spelling.’”

After a discussion upon the relative advantages of the Amendment and the Original Motion, the Amendment is put to the vote; and, if it be agreed to, the Amendment then becomes the Main Question for discussion. If no further Amendment is moved, a final vote is taken on the Amendment put as the Main Question, which, if agreed to, is entered as a Resolution upon the Minutes.

If, however, a second Amendment is offered to the Question as amended, viz. “That no further action be taken upon a reform in spelling,” the Minutes would run as follows :—

“The Question, as amended, being about to be put, a second Amendment was moved by Mr. E., and seconded by Mr. F., ‘That the project of a reform in spelling be referred to a Committee;’

“After some discussion, a Division was called for; and eight Votes were given for, and twelve against the Amendment.

“The Chairman therefore declared the Amendment to be lost.

“The Question, as amended, being again about to be put, a third Amendment was moved by Mr. Z., and seconded by Mr. W., to strike out the word ‘further,’ in order to insert the word ‘immediate’ instead thereof.

“After some discussion a division was called for; and ten Votes were given for, and eight against the Amendment.

“The Chairman therefore declared the Amendment to be carried.

“The Question, as amended, being again about to be put, a fourth Amendment was moved by Miss T., and seconded by Professor B., to add after the word ‘taken,’ the words, ‘by the Board.’

“The said Amendment was rejected.

“No further Amendments having been proposed, the Question, as amended, was put, and resolved in the following form:—

“ ‘ Resolved, that no immediate action be taken upon a reform in spelling.’ ”

The original Motion, “ That the Report of the Society of Arts upon a reform in spelling be now considered,” was, in this supposed case, excluded from consideration by the acceptance of an antagonistic Amendment. If that Amendment, however, had been negatived, the Original Motion would then be proposed again from the Chair, and may be dealt with by way of Amendment, or be put to a final vote according to the foregoing examples.

The following Rules governing the popular practice of dealing with Amendments have been extracted, by kind permission, from the regulations of the School Board for London.

“ (a) Whenever an Amendment is made upon any Motion, no second Amendment shall be taken into consideration, until the first Amendment is disposed of. If that Amendment be carried, it shall then be put as an Original Motion, upon which a further Amendment may be moved. If the first Amendment be negatived, then a further Amendment may be moved to the Original Question; but only one Amendment shall be submitted to the Board for discussion at one time.

“ (b) All Amendments must be relevant to

the Motion, and must be stated to the Chairman before the Mover speaks thereon. No Member shall be at liberty to move more than one Amendment upon any Motion.

" (c) The Mover of an Original Motion shall have the right of Reply; and after he has commenced his Reply, no other Member shall speak on the Question. No new matter shall be introduced by the Mover in reply.

" (d) Subject to the preceding Rule, and to the Rules laid down for the Closure (*see p. 42*), no Question shall be put to the Vote while any Member present desires to speak, or to move an Amendment, if competent to do so."

Regarding the right of reply, if no Amendment ensue upon the proposal of an Original Motion, the mover thereof replies at the end of the discussion on his Motion. If an Amendment occurs, he makes his Reply at the close of the Debate thereon, and this reply exhausts his rights as mover of an Original Motion; though he may rise to speak and move during the subsequent debate. The mover of an Amendment put as an Original Motion has no right of reply.

The inherent defectiveness that attends the practice of giving priority to an Amendment, lies in the

fact, that if an Amendment be preferred to a Motion, the Motion itself is not subjected to the decision of the Meeting. The acceptance of the Amendment, in effect, negatives the Motion; but the Motion is not positively rejected, it is only put aside, and not dealt with by a distinct Vote. This objection is not merely a theoretic objection: serious irregularity may arise owing to this method of procedure.

An important General Meeting of Shareholders was, for instance, being held: the subject before them was the re-election of their Directors. The name of a Director, Mr. R. P., met with opposition, which took the form of an Amendment moved to the Motion for his re-election, defining, in general terms, the special obligations that devolved on the Board of Direction. This Amendment should, if accepted, have been recorded among the Resolutions of the Meeting, in exclusion of the Motion, "That Mr. R. P. be re-elected;" and, as it happened, the Amendment was agreed to. No distinct Vote, however, had been taken on the Motion for that Director's re-election: though the Amendment had been accepted, no direct negative had been passed on that Motion; and so it was considered by the Meeting that the Chairman might again propose, and that they might agree to the Motion, "That Mr. R. P. be re-elected" a member of the Direction. And that mass of litigation on the Braintree Church Rate case arose from a similar course of action.

The irregularity of such a proceeding is obvious. If an Amendment, moved in substitution for an Original Motion, does not, when carried, get rid of the Original Motion altogether, no finality can attend the decisions of a Meeting that conducts Debate according to this method of procedure.

## CHAPTER X.

### MOTIONS FOR ADJOURNMENT, AND THE "PREVIOUS QUESTION."

THE transaction of business may be interrupted by Motions for the Adjournment either of the Meeting, or of the Debate, or that the Chairman do leave the Chair, or by moving the "Previous Question." The Motion "That the Board proceed to the next business" is a similar method of superseding a Question (*see p. 45*).

The proposal of these Motions is, like the proposal of an Amendment, governed by the Rule forbidding more than one speech upon a Question. Motions for Adjournment, &c., cannot, therefore, during the progress of a Debate, be proposed or seconded by those who have spoken on the Motion that is before the Meeting, or who have moved or seconded an Amendment thereto. Nor can a Motion for Adjournment, &c., whilst an Amendment is under dis-



cussion, be moved or seconded by those who have spoken on that Amendment. (*See Order in Debate, p. 51.*)

No Reply is permitted to the Mover of a dilatory Motion; and such Motions are also out of Order if moved one upon the other. For instance, the Speaker has not allowed Members to move the Adjournment of the House, on a Motion to adjourn a Debate, or the Adjournment of the Debate, on a Motion to adjourn the House.

The Rule forbidding a second speech upon the same Question is just as operative whenever an Adjourned Debate is resumed, as it was upon the day when the Debate was commenced; but so soon as Motions for Adjournment, &c., have been proposed from the Chair, Members, who have already spoken on the first Motion, are at liberty to speak again, as a new Question has thereby been placed before the Meeting.

The object of the "Previous Question," as well as of the analogous Motion "That the Board proceed to the next business," is to withhold a Motion from the Vote, but without such interruption to the course of business as is caused by Motions for Adjournment, or for the Chairman's leaving the Chair. Direct opposition, though in an indirect way, being the intention of the "Previous Question," its proposal does not debar advocates or opponents during the Debate that ensues, from entering fully into the

merits or demerits of the Motion on which the "Previous Question" has been moved.

The "Previous Question" can only be moved when the Question upon a substantive Motion is before the Meeting, and cannot be moved upon an Amendment. Nor can an Amendment be offered to a Motion, after the "Previous Question" has been proposed. But when, after an Amendment has been disposed of, the original Motion, in its first or in an amended form, is finally proposed from the Chair, then it can be met by moving the "Previous Question."

The form offered for use is employed by the House of Commons, on the suggestion of the writer, who followed the guidance of a precedent recorded about 250 years ago upon the Journals of the House, as the ancient form is, for the following reason, to be preferred.

Until recent times those Members who proposed the "Previous Question," moved that the Question which they opposed "be now put"; and they voted against their own Motion. This is a perplexing method. The form tendered for adoption, namely, "That the original Question be *not* now put," is a reversal of that form of Question; it shows clearly the object of the Motion; those who move it vote "Aye," and those who oppose it vote "No."

And it follows that the Original Motion must be

put immediately, if the "Previous Question," according to the suggested form, be negatived. The Chairman, therefore, must put the Original Question to the Vote forthwith, without suffering further discussion, or the proposal of an Amendment or other Motion.

It will be noticed that the "Previous Question," if resolved in the Affirmative, does not absolutely reject the Original Motion; and the decision that it be *not now* put to the Vote might be nominally complied with, by taking an early opportunity of renewing the Original Motion. Such an evasion of the intention of the "Previous Question" should not be permitted: the Original Motion should not be again proposed prior to the commencement of a marked interval of time, analogous to another Parliamentary Session.

The Motion "That the Board proceed to the next business," is regulated according to the foregoing practice, except that it may be moved when an Amendment is before the Meeting.

Parliamentary procedure on the "Previous Question" is explained on the next page, and according to the popular method, is as follows:—

"A Motion of the 'Previous Question' (i.e. That the Question be not now put) shall, for all purposes of Order, be dealt with as an Amendment. It shall take precedence over all other Amendments."

Motions for Adjournment, That the Chairman leave the Chair, the "Previous Question," &c.—being formal Motions used for a certain and definite object, cannot be amended. When, however, Motions for the Adjournment of the Debate, or of the Meeting, not for the purpose of setting aside a Motion, but for its *bonâ fide* postponement, are accepted, then a second Question arises, as to the moment when that proceeding shall be resumed; and this Question may be amended regarding the day or hour when the Debate shall be recommenced.

*The Question put on Motions for Adjournment, &c.*

A Chairman proposes Questions on a Motion for Adjournment, or for his leaving the Chair, so soon as such Motion has been moved and seconded, as a new Question, without any reference to the Motion then under debate:—

*Chairman.*—"The Question is, That this Debate (or the Meeting) be now adjourned:"—or, "The Question is, That the Chairman do leave the Chair."

*The Question put on the Previous Question.*

The proposal of the "Previous Question" is prefaced with the words used in proposing an Amendment:

*Chairman.*—"The Original Question was this, 'That tenders be invited for the erection of a new Infirmary, &c.,' since which the 'Previous Question' has been proposed;

“The Question is, ‘That the Original Question be not now put.’”

And if no Debate occurs, the Chairman at once takes the Vote upon these Questions.

## CHAPTER XL.

### THE WITHDRAWAL OF MOTIONS AND AMENDMENTS.

THE withdrawal of a Motion is thus obtained.

Rule 11. Ques- The Mover of the Motion, rising before  
tion fully put. the Question thereon has been put from

the Chair, proposes that the Motion be withdrawn; and it is desirable that this suggestion should be sanctioned by the Seconder. The Chairman then

Rule 19. Mo- formally asks of the Meeting, “Is it  
tions with- your pleasure that the Motion be with-  
drawn. drawn?” And if no Member objects,

the Chairman completes the withdrawal of the Motion by announcing that, “The Motion is, by leave, withdrawn.”

When Motions contingent upon an Original Motion, such as for its Amendment, or Motions for Adjournment, the “Previous Question,” or “that the Chairman do leave the Chair,” have been moved, the Chairman must first, with the consent, of course, of the Mover, take the opinion of the Meeting expressed in the manner described, regarding the withdrawal of such contingent Motion.



Nor, until the contingent Motion has been withdrawn, can the Chairman propose the withdrawal of the Original Motion. If, however, the Amendment, or Motion for Adjournment, &c., be negatived, then the withdrawal of the Original Motion can be obtained.

Debate on these occasions should be kept to the proposal to withdraw, and should not extend to the merits of the subject before the Meeting.

The usage adopted by Shareholders' Meetings regarding the withdrawal of Motions will be found at p. 36.

## CHAPTER XII.

### COMMITTEE PROCEDURE.

#### *Duties and Powers of a Committee.*

A COMMITTEE being a body endowed with delegated powers cannot act independently of its originating authority, or exceed the commission entrusted to it, or entrust its duties to others. The assistance of those who appoint the Committee is its legitimate function. And this assistance is generally rendered by the conduct of an inquiry through the reception of evidence, the drafting of a document, or the consideration of papers referred to the Committee. The Report of such evidence



or document, accompanied, if need be, by Observations thereon, or of Resolutions based by the Committee on the papers laid before it, form the conclusion of the labours of a Committee and close its existence, unless it be a Standing Committee, or empowered to report from time to time.

Committees as a rule consist of several Members; but it has been decided that if the Articles of a Company enable the Directors to appoint Committees of their own number, the Board is empowered to appoint a single Director to act as its Committee.

The terms of the Order of Reference prescribing the course of action to be taken by a Committee, should be drawn up with precision, as its conduct is strictly dependent thereon. Such Order, however, can be extended or restricted by an Instruction from the appointing Body; and the Instruction may take the form, "That the Committee have power," or it may be mandatory, leaving no option to the Committee save to obey the directions it receives.

According to Parliamentary practice Notice should be given, except in emergent cases, of the form of the Order of Reference. And Notice should likewise be given of an Instruction. The nomination of a Committee, and the names to be offered by way of Amendment in substitution for the Members upon the Nomination list, also require Notice.

The Nomination of a Committee is obtained by the Chairman's reading aloud the names proposed for the Committee, pausing, if a name be challenged, to put it to the Meeting.

The subject of a Quorum is dealt with on p. 17.

Whilst the House of Commons fixes the Quorum of its Committees, the choice of Chairman and the management of its transactions are left to the Committee; though the inquiries and procedure of a Committee may, also, be prescribed by the Order of Reference, or form the subject of an Instruction. Nor may a Committee, unless empowered to do so, meet outside the precincts of the House.

In accordance with the principle laid down by an ancient Parliamentary formula, that "no Committee can destroy a Bill," Committees cannot withhold from the appointing Body the result of its inquiry; and if the sittings of a Committee be brought to an untimely end by a Motion "that the Chairman do leave the Chair," the Committee can be revived, and instructed to complete the transaction enjoined by the Order of Reference.

*Rules for the Appointment of Committees.*—If it be thought desirable to obviate doubt regarding the formation or the organisation of Committees, Rules to that effect are supplied, drawn from Statutory Regulations on that subject.

1. The Board may delegate any of their Powers to Committees consisting of such Member or

Members of that Body as they think fit : Any Committee so formed shall, in the Exercise of the Powers so delegated, conform to any Regulations that may be imposed on them by the Board.

2. A Committee may elect a Chairman of their Meetings : If no such Chairman is elected, or if he is not present at the Time appointed for holding the same, the Members present shall choose one of their Number to be Chairman of such Meeting.

3. A Committee may meet and adjourn as they think proper : Questions arising at any Meeting shall be determined by a Majority of Votes of the Members present and voting on that Question ; and in case of an Equality of Votes the Chairman shall have a Second or Casting Vote.

4. The Quorum of a Committee shall consist of such Number of Members as may be prescribed by the appointing Body, or, if no Number is prescribed, of Three Members.

*Practice in Committees.*—According to Committee usage Members speak sitting, as often as they please, and make Motions without needing a Seconder. As regards the Votes of the Members, the Chairman's Casting Vote, and the general method of procedure, a Committee follows the example of the appointing Body. The presence or exclusion of Strangers is within the absolute control of a Committee ; but, unless expressly so empowered, a Committee cannot exclude Members of the ap-

pointing Body, even during the deliberation of the Committee. Though if a Committee desires to sit with closed doors, it is customary for such Members, as an act of courtesy, to defer to that opinion.

A Report must be the decision of the Committee. No signatures, therefore, should be affixed to a Report for the purpose of showing any contrariety of opinion in the Committee; nor can it be accompanied by any counter-statement, or protest from the Minority. If the Chairman signs a Report, it should only be signed by way of authentication.

*Transaction of Business.*—The following description of the routine of Select Committees of the House of Commons is taken from a Treatise drawn up by the late Mr. Charles Eales, when he filled the post of Principal Clerk of Committees.

*“Choice of Chairman.*—On the day of Meeting, the first proceeding is to choose a Chairman. In this proceeding the analogous practice of the House in the choice of a Speaker is followed, the Clerk putting the Question, and directing the Division in the same way as is done on that occasion by the Clerk of the House.

*“Mode of putting Question.*—The proper form for putting the Question, and recording the decision, in the event of a difference of opinion in the choice of a Chairman, is as follows:—“Motion made (*Mr. N. M.*), ‘That Mr. A. do take the Chair of the Committee’:—

“ Motion made (*Mr. P. Q.*), ‘ That *Mr. B.* do take the Chair of the Committee ’ :—

“ Question put (by the Clerk), ‘ That *Mr. A.* do take the Chair of the Committee ’ :—

“ The Committee divided ; Ayes, 7 ; Noes, 6. *Mr. A.* took the Chair accordingly.”

Where no difference of opinion occurs in the appointment of a Chairman, the Member proposed as Chairman is called to the Chair, without any Question being put.

*Witnesses Summoned.*—The Chairman having been appointed, the Committee proceed to consider their course of proceeding, and to summon Witnesses for examination on a subsequent day, if they are empowered to hear evidence.

The Evidence being concluded, the Committee meet to consider their Report.

*Consideration of Report.*—In the event of more than one Draft Report being proposed for the consideration of the Committee, the first proceeding is to enter at length on the Minutes, in the order proposed, each Draft Report as read a first time ; after which a Motion should be made :—“ That the Draft Report proposed by *Mr. A.* be now read a second time, paragraph by paragraph ;” to which an Amendment may be moved to leave out the words “ *Mr. A.*” and insert the words “ *Mr. B.*,” instead thereof : this being disposed of, the Draft Report agreed to be taken into consideration is read a second time, paragraph by paragraph, Amendments being moved



to each paragraph as the Report proceeds, and the Question, "That this paragraph [as amended] stand part of the proposed Report," put after each paragraph has been gone through.

*New Paragraphs.*—New paragraphs may be inserted, or proposed to be inserted, as the Report proceeds, each paragraph being proposed as an Amendment to the Draft Report.

*Final Questions.*—Having concluded the consideration of the Draft Report, the final Questions put by the Chairman are "That this Report [as amended] be the Report of the Committee to the House;"—"That the Minutes of Evidence taken before the Committee [together with an Appendix] be reported to the House."

*When Committees proceed by way of Resolution.*—Sometimes sets of Resolutions are proposed by several Members, instead of, or in addition to, a Draft Report, in which case the different proposed Resolutions are entered at length on the Minutes, as read; after which each separate Resolution is proposed as a Substantive Motion—thus: "Motion made, and Question proposed, 'That it is the opinion of this Committee, that, &c., &c.,"' to which any Amendment may be proposed; and when all the Amendments have been disposed of and the Original Question has been put and agreed to, the Motion becomes a Resolution of the Committee, and cannot be altered.

If, however, the various proposed Resolutions are



essentially different in their nature, it is convenient for the Committee to take one set as a basis, and to move, "That the Resolutions to be proposed by Mr. A. be now taken into consideration;" to which any Member may move an Amendment, by proposing to leave out the words "Mr. A." and to insert the words "Mr. B." This question having been decided, the Committee proceed with the particular set of Resolutions which it has been determined shall be considered.

*Resolutions Reported.*—The various proposed Resolutions having been disposed of, the final Questions are, 'That these Resolutions be reported to the House;'—'That the Minutes of Evidence taken before the Committee [together with an Appendix] be reported to the House.'"

*Minutes.*—Committee Minutes should follow the system adopted by the appointing Body. The following are the Rules of the House of Commons on this subject.

"That the Names of the Members present each day on the sitting of any Select Committee be entered on the Minutes of Evidence, or on the Minutes of the Proceedings of the Committee (as the case may be), and reported to the House on the Report of such Committee.

"That in the event of any Division taking place in any Select Committee, the Question proposed, the Name of the Proposer, and the respective Votes

thereupon of each Member present, be entered on the Minutes of Evidence, or on the Minutes of the Proceedings of the Committee (as the case may be), and reported to the House on the Report of such Committee."

Remarks on the essential characteristics of Minutes in general will be found in the Notes on Procedure, p. 103.

*Consideration of a Report from a Committee.*—When a Meeting is called upon to consider the Report of a Committee, the first step is to read aloud the Report, and this may be done either by the Chairman, or by some one upon his direction.

This stage is the formal first reading; its object is to make the Meeting acquainted with the contents of the Report, and is, therefore, a proceeding not open to debate or opposition.

The Report being thus placed in the possession of the Meeting, the next step is to ascertain whether the general principle embodied in the Report will be accepted. The Chairman therefore submits that Question to the Meeting, by a Motion, "That the Report be read a second time," which he proposes from the Chair directly that the Report has been read, no Debate or Motion for Adjournment being suffered to intervene.

Upon the Motion, "That the Report be read a second time," the general tenor of the Report is discussed; and that Motion is open to Amendment,

but only to relevant Amendments, opposing the specific object of the Report, or recommending that the consideration thereof be postponed, or that it be recommitted either to the former, or to another Committee.

When the Question, "That the Report be read a second time," is agreed to, opposition to its general acceptance must cease, and the Report itself is placed before the Meeting for Amendment. Discussion or procedure, therefore, must be directed strictly to that object; and, if deemed expedient, the Report may be again read aloud, paragraph by paragraph, to facilitate the proposal of Amendments thereto; such Amendments being restricted merely to the modification of the wording of the Report.

This opportunity having been afforded to the Meeting, the Chairman moves finally, "That the Report (in its original or amended form) be agreed to." When this Motion has been put from the Chair, no Amendment to the Report can be moved, nor can the Motion itself be amended.

And then, if the Report be agreed to, such Motions, as are necessary to carry out its object, should be immediately submitted to the consideration of the Meeting.

## RULES OF PROCEDURE.

1. CHAIR TO BE ADDRESSED STANDING.—A Member of a Meeting desiring to speak, must rise in his place, and address himself to the Chair; and no interruption to his speech should be permitted, except upon a question of "Order" suddenly arising.

2. CHAIRMAN'S CALL TO SPEAK.—When two or more Members rise to speak, the Chairman calls upon the Member who, on rising in his place, is first observed by the Chairman; and Order is best maintained by acquiescence in his call.

3. MOTION THAT A MEMBER "BE NOW HEARD."—A Motion may be made that a Member who has risen to speak, "be now heard."

4. MOTIONS TO BE IN WRITING, AND SECONDED.—All Motions and Amendments must be seconded; and, except formal Motions, such as Motions for Adjournment, or, "That the Chairman do leave the Chair," &c., Motions and Amendments should be handed to the Chairman in writing.

5. SPEECH TO BE DIRECTED TO THE QUESTION.—Each Member who rises to speak must direct his speech to the Motion proposed as the Question for discussion, or to a Motion or Amendment to be proposed by himself, or to a Question of Order.

6. NO SECOND SPEECH.—No Member may speak twice to a Question, except in explanation or reply.

7. EXPLANATION ALLOWED.—A Member who has spoken, may be again heard to clear up misunderstanding in regard to some material part of his speech, but he is not to introduce new matter, or to interrupt a Member who is speaking.

8. RIGHT OF REPLY.—A Reply is allowed to the Mover of a substantive Motion, but not to the Mover of an Amendment, or of Motions for Adjournment moved during Debate, "That the Chairman do leave the Chair," "That the Board do proceed to the next Business," and the "Previous Question." After the Mover has commenced his Reply, no other Member shall speak to the Question.

9. NEW QUESTIONS.—Motions for Amendment, Adjournment, "That the Chairman do leave the Chair," "That the Board proceed to the next Business," and the "Previous Question," are New Questions; and Members who have spoken on the Original Motion may speak again, after such New Questions have been proposed from the Chair.

10. MATTER OF ORDER ARISING.—Upon a matter of Order, suddenly arising, any Member may speak, if he does so immediately, and commences by a statement that he rises to Order. The Member who was addressing the Meeting must thereupon resume his seat, and so, also, must the Member who rose to Order, when he has concluded his appeal to the Chair.



11. QUESTION FULLY PUT.—No Member may speak to any Question after the same has been fully put, that is to say, after the Question has been put from the Chair, and the Voices have been given thereon both in the Affirmative and the Negative.

12. ORDER OF AMENDMENTS—Each Amendment to a Motion should be moved in the order in which, if agreed to, it would stand in the amended Motion.

13. AMENDED MOTIONS TO BE INTELLIGIBLE.—Every Amendment must be relevant to the Motion upon which it is moved, and be framed so as to form therewith an intelligible and consistent sentence.

14. AMENDMENTS TO AN AMENDED MOTION. No Amendment can be proposed to that portion of a Motion which is prior to a point where an Amendment has been made, or has been proposed from the Chair, unless such proposed Amendment be, by leave, withdrawn.

15. NO AMENDMENT TO WORDS AGREED UPON.—No Amendment may be made to words which it has been resolved shall stand part of, or be added to a Question, except by the addition of other words.

16. AMENDMENT TO PROPOSED AMENDMENTS.—Amendments may be proposed to a proposed Amendment, when the Question whether such proposed Amendment be agreed to, is placed before the Meeting.

17. MOTIONS DECIDED, NOT TO BE RENEWED.—No Motion or Amendment may be proposed which is



the same, in substance, as a Motion or Amendment which has been resolved in the Affirmative or Negative during the same sitting of a Meeting, or during such period of time as may by Regulation be prescribed.

18. PREVIOUS QUESTION NEGATIVED.—If the Previous Question be negatived, the Original Question is to be put forthwith, without permitting Adjournment, Amendment, or Debate.

19. MOTIONS, &c., WITHDRAWN.—Motions and Amendments may be withdrawn, leave being granted without any Negative Voice, before the Question on the Motion or Amendment has been fully put.

20. ERROR IN VOTE BY SHOW OF HANDS.—In case of a misunderstanding among the tellers as to the number of hands held up during the Vote by Show of hands, a second Vote must be taken, unless such misunderstanding can be corrected by agreement between the tellers.

21. CHAIRMAN'S CASTING VOTE.—In case of an equality of votes the Chairman must give the Casting Vote.

22. IRRELEVANCE OR REPETITION IN DEBATE.—The Chairman may call the attention of the Meeting to continued irrelevance or tedious repetition on the part of a Member, and may direct the Member to discontinue his Speech.

23. CLOSURE OF DEBATE.—The Closure of a Debate

may be obtained by a Motion made, according to the evident sense of the Meeting, "That the Question be now put."

24. ADJOURNMENT BY CHAIRMAN.—If disorder should arise, the Chairman, acting on his discretion, as a matter of right, can quit the Chair, and announce the Adjournment of a Meeting; and, by that announcement, the Meeting is immediately adjourned, and no business subsequently transacted will be valid.

25. AUTHORITY OF CHAIRMAN.—Deference should be paid to the Chairman's authority. Silence, also, must ensue, and all must remain sitting whenever the Chairman rises to speak, that his words may be heard without interruption.

26. SUSPENSION OF RULES AND REGULATIONS.—Any one or more of the Rules and Regulations prescribed for the transaction of business, if a case of urgency arises, or upon Motion made on a notice duly given, may be suspended at any Meeting, so far as regards any business at such Meeting, provided that [(?) *three-fourths*] of the Members of the Meeting present and voting shall so decide.

## NOTES ON PROCEDURE.

**ELECTION OF CHAIRMEN.**—The selection of one out of several candidates for the Chair can be effected by other methods than that adopted by Parliament.

In case, during an election to the Chair, a negative vote was given against each successive candidate, the Meeting, to bring the matter to a close, might accept as Chairman the candidate who, having received the highest number of "Ayes" could therefore claim to have received the largest measure of approbation.

So embarrassing a situation might, however, be avoided by presenting to a preliminary vote the names of all the candidates *en bloc*; that preliminary vote being taken by each voter giving the name of the candidate he favours, in writing, to the person presiding over the election. The Question for the election of the person who is nominated by the majority of those who have given the preliminary vote, is then moved, seconded, and put from the Chair.

Another mode of arriving at a single name for a final decision, is the presentation of the names of the candidates *seriatim* in alphabetical order; the votes in favour of each name are taken separately, the name having the lowest number of votes is then struck out, and the process is repeated, until one name only is left upon the list to receive the final decision of the Meeting.

And as the Legislature has suggested that the fate of candidates receiving an equal number of votes might be decided by lot (*see p. 14*), this mode of cutting asunder such "a tie" may, perhaps, be recommended.

**FORM OF PROPOSING THE QUESTION.**—Parliamentary phraseology is certainly old in fashion; and the formula, "That the words proposed to be left out stand part of the Question," is, in itself, a difficulty to the unused. Suggestions have been made that the phrase might be cast into a more intelligible shape; and if Chairmen cared to make the

experiment, the following mode of proposing the Question is offered in aid to such an attempt:—

*Chairman.*—"The Question I have to propose is that the words 'the Market Place of,' to which Mr. A. has objected, be retained in the original Motion."

**MINUTES OF PROCEEDINGS.**—The precise form in which the Minutes of a Board should be kept, and whether letters and other documents should be placed thereon, or entered upon detached appendices, are matters which may be left to individual experience, so long as an adequate method of arrangement and of cross reference be provided. The entries essential to a due record of procedure are as follow:—Motions in the precise form in which they are put from the Chair:—Every such Question, whether withdrawn, negatived, or superseded:—Name of mover of every Motion:—Names and number of the voters, showing whether each vote given was for, or against the Question:—The names also of those present at each division, who, if usage so permit, took part in the Debate, but abstained from voting:—Chairmen's decisions upon matters of Order, and statements of their opinion regarding practice or procedure:—The day and hour upon which a postponed or adjourned proceeding is to be considered:—If a special form of Notice for the transaction of business is prescribed, the fact that such Notice has been given should be recorded. Indexes also to the Minutes and appendices must be kept up systematically, so as to form a complete annual register of the proceedings.

**PROTESTS RECORDED ON THE MINUTES.**—Protests by Members of a deliberative body, according to the practice of the sole authority upon the subject, the House of Lords, are concise and definite statements of the motives which prompted the votes of the protesting minority, either individually or conjointly. Protests, therefore, cannot be made against the formal reception of documents, such as of a Committee Report, or against statements contained therein, or by persons who, being present at a division, had abstained from voting. The period within which Protests are permissible

should also be limited by express rule. Where no express rule exists, Protests must be handed to the Chairman or the Clerk, before the conclusion of the Meeting when the occasion that provoked the Protest took place.

Any mode by which a minority can qualify or thwart the authority of the majority is not, in our opinion, to be recommended. The ingenious Mr. Selden even asserts in his "Table Talk" that "protesting is foolish;" and the practice should certainly not be permitted, save in deference to established regulation or settled practice.

TEXT-BOOKS (LAW OF BOARD, &c., MEETINGS).—Of these the most popular, on account of utility, size, and price, is Mr F. B. Palmer's "Shareholders' and Directors' Legal Companion." (Stevens & Sons.) Bazalgette's "Local, &c., Government;" Thring's "Law, &c., of Joint Stock and other Companies;" Steers' "Parish Law." (Stevens & Sons.) Buckley's "Companies Acts." (Stevens & Haynes.) Rawlinson's "Municipal Corporation Act." (Maxwell & Son.) Glen's "Public Health Act, 1875." (Knight & Co.) Wright & Hobhouse's "Outline of Local Government," &c. (Sweet & Maxwell.) Alex. Macmorran's "Local Government Act, 1888." (Shaw & Sons). Alex. Macmorran & Dill's "Local Government Act, 1894." (Shaw & Sons).



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## PRESS NOTICES (Great Britain, Canada, Australia, &c.).

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—"*Parliamentary Procedure in the Dominion of Canada*," by J. G. Bourinot, Clerk of the House of Commons, Canada.
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